



HEALTH QUARTERLY STATEMENT
AS OF JUNE 30, 2012
OF THE CONDITION AND AFFAIRS OF THE
UnitedHealthcare Community Plan, Inc.

NAIC Group Code 0707 (Current) 0707 (Prior) NAIC Company Code 95467 Employer's ID Number 38-3204052

Organized under the Laws of Michigan, State of Domicile or Port of Entry Michigan

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized 10/11/1994 Commenced Business 10/11/1994

Statutory Home Office 26957 Northwestern Highway, Suite 400 (Street and Number) Southfield, MI 48033 (City or Town, State and Zip Code)

Main Administrative Office 26957 Northwestern Highway, Suite 400 (Street and Number) Southfield, MI 48033 (City or Town, State and Zip Code) 248-559-5656 (Area Code) (Telephone Number)

Mail Address 9900 Bren Rd East, MN008-W345 (Street and Number or P.O. Box) Minnetonka, MN 55343 (City or Town, State and Zip Code)

Primary Location of Books and Records 26957 Northwestern Highway, Suite 400 (Street and Number) Southfield, MI 48033 (City or Town, State and Zip Code) 248-559-5656 (Area Code) (Telephone Number)

Internet Web Site Address www.uhccommunityplan.com

Statutory Statement Contact Andrea A Woods (Name) 952-936-1269 (Area Code) (Telephone Number) andrea_a_woods@uhc.com (E-mail Address) 952-936-1370 (FAX Number)

OFFICERS

President David Keith Livingston

Chief Financial Officer Carol Ann Gothard

Secretary Eric Jacob Wexler

Treasurer Robert Worth Oberrender

OTHER OFFICERS

Michelle Marie Huntley Dill Assistant Secretary

Lisa Ann Gray Chief Operating Officer

DIRECTORS

Chris Alan Scherer

James Daniel Donovan

John Joseph Kaelin

Karen NMN Schultz #

William Everett Ralston

State of County of

State of County of

State of County of

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

David Keith Livingston President

Eric Jacob Wexler Secretary

Carol Ann Gothard Chief Financial Officer

Subscribed and sworn to before me this day of

Subscribed and sworn to before me this day of

Subscribed and sworn to before me this day of

- a. Is this an original filing?..... Yes [X] No []
- b. If no,

1. State the amendment number.....

2. Date filed.....

3. Number of pages attached.....

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	39,470,821		39,470,821	39,853,474
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$2,018,327), cash equivalents (\$1,455,503) and short-term investments (\$123,124,349)	126,598,179		126,598,179	123,290,827
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	166,069,000	0	166,069,000	163,144,301
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	759,558		759,558	804,505
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	1,498,820		1,498,820	1,406,505
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	78,900
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	1,192,513
18.1 Current federal and foreign income tax recoverable and interest thereon	2,630,990		2,630,990	0
18.2 Net deferred tax asset	2,514,621		2,514,621	2,222,182
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$5,166,325) and other amounts receivable	13,097,474	7,931,149	5,166,325	5,466,680
25. Aggregate write-ins for other than invested assets	19,286	19,286	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	186,589,749	7,950,435	178,639,314	174,315,587
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	186,589,749	7,950,435	178,639,314	174,315,587
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Other Assets	19,286	19,286	0	0
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	19,286	19,286	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 950,736 reinsurance ceded)	108,248,514		108,248,514	93,934,135
2. Accrued medical incentive pool and bonus amounts	1,529,954		1,529,954	1,383,572
3. Unpaid claims adjustment expenses	1,463,407		1,463,407	1,270,747
4. Aggregate health policy reserves, including the liability of \$ for medical loss ratio rebate per the Public Health Service Act			0	238,095
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	4,177,705		4,177,705	0
9. General expenses due or accrued	1,310,194		1,310,194	6,038,588
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	1,834,307
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	158,076
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	3,701
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	38,512		38,512	2,065,132
16. Derivatives			0	0
17. Payable for securities	1,631,511		1,631,511	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	1,569,390		1,569,390	1,157
23. Aggregate write-ins for other liabilities (including \$ current)	35,184	0	35,184	7,507
24. Total liabilities (Lines 1 to 23)	120,004,371	0	120,004,371	106,935,017
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	47,003,392	47,003,392
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	11,631,551	20,377,177
32. Less treasury stock, at cost: 32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	58,634,943	67,380,569
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	178,639,314	174,315,586
DETAILS OF WRITE-INS				
2301. Unclaimed Property	35,184		35,184	7,507
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	35,184	0	35,184	7,507
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	1,479,602	1,446,906	2,918,785
2. Net premium income (including \$ non-health premium income).....	XXX	444,931,213	452,442,229	890,754,832
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	238,095	437,953	(108,400)
4. Fee-for-service (net of \$ medical expenses).....	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	445,169,308	452,880,182	890,646,432
Hospital and Medical:				
9. Hospital/medical benefits		315,948,385	313,490,880	609,270,466
10. Other professional services		7,643,156	6,080,937	12,392,239
11. Outside referrals				0
12. Emergency room and out-of-area		17,237,124	15,891,963	32,899,747
13. Prescription drugs		50,181,788	39,952,243	85,160,287
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		2,492,316	2,711,155	4,771,814
16. Subtotal (Lines 9 to 15)	0	393,502,769	378,127,178	744,494,553
Less:				
17. Net reinsurance recoveries		199,581	884,244	1,859,793
18. Total hospital and medical (Lines 16 minus 17)	0	393,303,188	377,242,934	742,634,760
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$3,465,664 cost containment expenses		6,182,252	18,058,765	15,793,021
21. General administrative expenses		50,933,759	53,447,771	130,114,068
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22).....	0	450,419,199	448,749,470	888,541,849
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(5,249,891)	4,130,712	2,104,583
25. Net investment income earned		693,113	675,726	1,346,533
26. Net realized capital gains (losses) less capital gains tax of \$59,420		317,607	88,352	163,848
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,010,720	764,078	1,510,381
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].				
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(4,239,171)	4,894,791	3,614,964
31. Federal and foreign income taxes incurred	XXX	(1,362,460)	2,501,629	1,071,519
32. Net income (loss) (Lines 30 minus 31)	XXX	(2,876,711)	2,393,162	2,543,445
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	67,380,569	67,201,837	67,201,837
34. Net income or (loss) from Line 32	(2,876,711)	2,393,162	2,543,445
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	1,300,555	55,637	1,546,239
39. Change in nonadmitted assets	(4,011,558)	(388,327)	(3,910,952)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus	(3,157,912)	0	0
48. Net change in capital & surplus (Lines 34 to 47)	(8,745,626)	2,060,472	178,732
49. Capital and surplus end of reporting period (Line 33 plus 48)	58,634,943	69,262,309	67,380,569
DETAILS OF WRITE-INS			
4701. Correction of errors	(3,157,912)		0
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	(3,157,912)	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	448,858,527	499,187,589	891,977,540
2. Net investment income	90,149	895,210	2,417,182
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	448,948,676	500,082,799	894,394,722
5. Benefit and loss related payments	382,455,444	357,014,552	733,312,322
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	58,067,632	71,029,339	140,727,208
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$59,420 tax on capital gains (losses)	2,154,141	6,686,000	(1,781,068)
10. Total (Lines 5 through 9)	442,677,217	434,729,891	872,258,462
11. Net cash from operations (Line 4 minus Line 10)	6,271,459	65,352,908	22,136,260
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	12,882,947	10,963,772	28,075,614
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	350	(675)
12.7 Miscellaneous proceeds	1,631,511	2,135,264	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	14,514,458	13,099,386	28,074,939
13. Cost of investments acquired (long-term only):			
13.1 Bonds	12,298,723	11,633,254	26,265,738
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	2,250,000	1,340,066
13.7 Total investments acquired (Lines 13.1 to 13.6)	12,298,723	13,883,254	27,605,804
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	2,215,735	(783,868)	469,135
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(5,179,842)	(7,222,921)	(8,523,586)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(5,179,842)	(7,222,921)	(8,523,586)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	3,307,352	57,346,119	14,081,809
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	123,290,827	109,209,018	109,209,018
19.2 End of period (Line 18 plus Line 19.1)	126,598,179	166,555,137	123,290,827

Note: Supplemental disclosures of cash flow information for non-cash transactions:

--	--	--	--

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	246,475	0	1,009	0	0	0	0	3,281	242,185	0
2. First Quarter	246,565		954					3,666	241,945	
3. Second Quarter	244,875		1,004					3,986	239,885	
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	1,479,602		5,936					22,207	1,451,459	
Total Member Ambulatory Encounters for Period:										
7. Physician	826,069		1,470					25,258	799,341	
8. Non-Physician	375,579		465					11,164	363,950	
9. Total	1,201,648	0	1,935	0	0	0	0	36,422	1,163,291	0
10. Hospital Patient Days Incurred	61,009		12					6,088	54,909	
11. Number of Inpatient Admissions	13,501		6					859	12,636	
12. Health Premiums Written (a)	445,876,573		468,711					23,858,361	421,549,501	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	446,114,668		468,711					24,096,456	421,549,501	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	383,009,503		431,069					19,517,552	363,060,882	
18. Amount Incurred for Provision of Health Care Services	393,502,769		431,823					19,958,714	373,112,232	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 23,858,361

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

∞

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	212,283	378,740	2,076	49,887	214,359	45,027
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	5,301,040	14,213,819	527,407	5,594,281	5,828,447	5,546,958
7. Title XIX - Medicaid	67,131,683	292,950,845	10,630,415	91,444,448	77,762,098	88,342,150
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	72,645,006	307,543,404	11,159,898	97,088,616	83,804,904	93,934,135
10. Healthcare receivables (a)	2,928,055	9,649,618		519,801	2,928,055	9,405,557
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	1,315,533	1,030,401	351,171	1,178,783	1,666,704	1,383,572
13. Totals (Lines 9-10+11+12)	71,032,484	298,924,187	11,511,069	97,747,598	82,543,553	85,912,150

(a) Excludes \$ 0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

Accounting Practices

The financial statements of UnitedHealthcare Community Plan, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the Office of Financial and Insurance Regulation of the State of Michigan (the OFIR).

The OFIR recognizes only statutory accounting practices, prescribed or permitted by the State of Michigan, for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under Michigan Insurance Law. The state prescribes the use of the National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) in effect for the accounting periods covered in the financial statement.

1-8. No significant differences exist between the practices prescribed or permitted by the State of Michigan and those prescribed or permitted by the NAIC SAP which materially affect the statutory basis net (loss) income, capital and surplus, and total admitted assets, as illustrated in the table below (in thousands):

	June 30, 2012	2011
Net (loss) income — Michigan basis	\$ (2,877)	\$ 2,543
Net (loss) income — NAIC SAP	\$ (2,877)	\$ 2,543
Capital and surplus — Michigan basis	\$ 58,635	\$ 67,381
Capital and surplus — NAIC SAP	\$ 58,635	\$ 67,381
Total admitted assets — Michigan basis	\$ 178,639	\$ 174,316
Total admitted assets — NAIC SAP	\$ 178,639	\$ 174,316

Note 2 - Accounting Changes and Corrections of Errors

During the audit of the 2011 financial statements, the Company discovered and recognized adjustments related to the recognition of Medicaid hospital supplemental payments. The adjustments were an overstatement of net premium income of approximately \$391,000, an understatement of hospital and medical expenses of approximately \$2,528,000 and understated general administrative expenses of approximately \$354,000 for the year ended December 31, 2011. In addition, the federal income taxes incurred were overstated by approximately \$1,124,000 and deferred tax assets were overstated by approximately \$1,008,000. The impact to 2011 net income as recorded in the Audited Financial Statement was (\$2,149,000) and total capital and surplus was (\$3,157,000). The cumulative effect of this prior year error was corrected by the Company in accordance with SSAP No. 3, *Accounting Changes and Corrections of Errors* and is reflected in the accompanying statutory basis statements of changes in capital and surplus.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 – Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

No significant change.

B. Debt restructuring.

No significant change.

C. Reverse Mortgages.

No significant change.

D. Loan-Backed Securities

- 1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from an external data source vendor.

NOTES TO FINANCIAL STATEMENTS

- 2) The Company did not recognize other-than-temporary impairments on mortgage-type investments as of June 30, 2012.
- 3) The Company did not have mortgage-type investments with an other-than-temporary impairment to report by CUSIP as of June 30, 2012.
- 4) The table below represents impaired Mortgages, Collateralized Mortgage Obligations and Asset Backed Securities - Structured Assets Only for which an other-than-temporary impairment has not been recognized in earnings as of June 30, 2012 (in thousands):

	Less Than 12 Months		12 Months or Greater		Total Unrealized	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Fixed Income-Mortgage	\$ 1,295	\$ (1)	\$ -	\$ -	\$ 1,295	\$ (1)

- 5) The Company believes that it will collect all principal and interest due on all investments that have an amortized cost in excess of fair value. The unrealized losses as of June 30, 2012 were primarily caused by interest rate increases and not by unfavorable changes in the credit ratings associated with these securities.

E. Repurchase Agreements and/or Securities Lending Transactions

No significant change.

F. Real Estate

No significant change.

G. Investments in Low-Income Housing Tax Credits

No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

Statement of Statutory Accounting Principles (SSAP) No. 101, *Income Taxes – A Replacement of SSAP No. 10R and SSAP No. 10*, is effective for 2012 interim and annual financial statements and beyond. The new standard includes revised guidance for tax contingencies, non-elective deferred tax asset admissibility test along with significant modifications to the deferred tax assets admissibility test, and disclosure modifications. A change resulting from this adoption should be accounted for prospectively and reflected as a change in accounting principle in accordance with SSAP No. 3 — *Accounting Changes and Corrections of Errors*. The adoption of this pronouncement does not have an impact on the financial statements.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

No significant change.

Note 11 - Debt

No significant change.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No significant change.

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No significant change.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

- A. The Company did not have any transfers of receivables reported as sales as of June 30, 2012 or December 31, 2011.
- B. The Company did not have any transfer and servicing of financial assets as of June 30, 2012 or December 31, 2011.
- C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of June 30, 2012 or the year ended December 31, 2011.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

Included as a liability (receivable) for amounts held under uninsured plans is approximately \$1,569,000 and (\$1,192,000) as of June 30, 2012 and December 31, 2011, respectively, related to Medicare Part D program for the catastrophic reinsurance, low-income member cost-sharing subsidies and coverage gap discount program.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant change.

Note 20 – Fair Value Measurement

The NAIC SAP defines fair value, establishes a framework for measuring fair value, and outlines the disclosure requirements related to fair value measurements. The fair value hierarchy is as follows:

Level 1 — Quoted (unadjusted) prices for identical assets in active markets.

Level 2 — Other observable inputs, either directly or indirectly, including:

- Quoted prices for similar assets in active markets
- Quoted prices for identical or similar assets in inactive markets (few transactions, limited information, noncurrent prices, high variability over time, etc.)
- Inputs other than quoted prices that are observable for the asset (interest rates, yield curves, volatilities, default rates, etc.)
- Inputs that are derived principally from or corroborated by other observable market data

Level 3 — Unobservable inputs that cannot be corroborated by observable market data.

The estimated fair values of bonds and short-term investments (investments) are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service (pricing service), which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, non-binding broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the

NOTES TO FINANCIAL STATEMENTS

reasonableness of the reported prices. Based on the Company’s internal price verification procedures and review of fair value methodology documentation provided by independent pricing services, the Company has not historically adjusted the prices obtained from the pricing service.

In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company’s assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

The Company does not have any financial assets that are measured and reported at fair value on the statutory basis statements of admitted assets, liabilities, and capital and surplus at June 30, 2012 and December 31, 2011.

The Company does not have any financial assets with a fair value hierarchy of level 3.

The aggregate fair value by hierarchy of all financial instruments as of June 30, 2012 and December 31, 2011 is presented in the table below (in thousands):

June 30, 2012				
	Total Fair Value	Total Admitted Assets	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)
U.S. government and agency Securities	\$ 23,022	\$ 22,644	\$ 14,418	\$ 8,604
State and state agency	8,345	7,958	-	8,345
City and county municipalities	6,407	6,073	-	6,407
Corporate bonds	50,902	50,692	-	50,902
Commercial paper and money-market funds	75,228	75,228	74,733	495
Total	\$ 163,904	\$ 162,595	\$ 89,151	\$ 74,753

2011				
	Total Fair Value	Total Admitted Assets	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)
U.S. government and agency Securities	\$ 25,214	\$ 25,161	\$ 12,149	\$ 13,065
State and state agency	5,757	5,677	-	5,757
City and county municipalities	6,320	6,121	-	6,320
Corporate bonds	51,135	50,758	-	51,135
Commercial paper and money-market funds	45,477	45,477	45,477	-
Total	\$ 133,903	\$ 133,194	\$ 57,626	\$ 76,277

There were no financial instruments that were not practicable to estimate at fair value.

Fair values of investments are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service (pricing service), which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, benchmark yields, credit spreads, default rates, prepayment speeds and non-binding broker quotes. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to a secondary pricing source, prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. The Company’s internal price verification procedures and review of fair value methodology documentation provided by independent pricing services has not historically resulted in adjustment in the prices obtained from the pricing service.

Note 21 - Other Items

The Company elected to use rounding in reporting amounts in the notes to statutory basis statements.

NOTES TO FINANCIAL STATEMENTS

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

The Company has Medicare business which is subject to a retrospective rating feature related to Part D premiums. The Company has estimated accrued retrospective premiums related to Part D premiums based on guidelines determined by the CMS. The formula is tiered and based on medical loss ratio. The amount of Part D earned premiums subject to retrospective rating was approximately \$2,670,000 and \$3,024,000 representing 0.60% and 0.34% of total net premium income as of June 30, 2012 and December 31, 2011, respectively.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables, net of reinsurance, at June 30, 2012 and December 31, 2011 (in thousands):

	June 30, 2012		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (95,318)	\$ (95,318)
Paid claims, net of health care receivables and reinsurance recoveries collected	308,573	73,882	382,455
End of year claim reserve	<u>98,267</u>	<u>11,511</u>	<u>109,778</u>
Incurred claims excluding the change in health care receivables and reinsurance recoverables as presented below	406,840	(9,925)	396,915
Beginning of year health care receivables and reinsurance recoverables	-	9,485	9,485
End of year health care receivables	<u>(10,169)</u>	<u>(2,928)</u>	<u>(13,097)</u>
Total incurred claims	<u>\$ 396,671</u>	<u>\$ (3,368)</u>	<u>\$ 393,303</u>

	2011		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (79,128)	\$ (79,128)
Paid claims, net of health care receivables and reinsurance recoveries collected	660,227	73,085	733,312
End of year claim reserve	<u>93,113</u>	<u>2,205</u>	<u>95,318</u>
Incurred claims excluding the change in health care receivables and reinsurance recoverables as presented below	753,340	(3,838)	749,502
Beginning of year health care receivables and reinsurance recoverables	-	2,617	2,617
End of year health care receivables and reinsurance recoverables	<u>(7,150)</u>	<u>(2,335)</u>	<u>(9,485)</u>
Total incurred claims	<u>\$ 746,190</u>	<u>\$ (3,556)</u>	<u>\$ 742,634</u>

NOTES TO FINANCIAL STATEMENTS

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves, health care receivables and reinsurance recoverables as of December 31, 2011 were approximately \$85,833,000. As of June 30, 2012, approximately \$73,882,000 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now approximately \$8,583,000 as a result of re-estimation of unpaid claims. Therefore, there has been approximately \$3,368,000 favorable prior-year development since December 31, 2011 to June 30, 2012. The primary drivers consist of favorable development as a result of ongoing analysis of loss development trends related to the release and reestablishment of approximately \$3,585,000 in known environmental claims offset by an increase in prior year risk share reserves of \$283,000. At December 31, 2011, the Company recorded approximately \$3,556,000 of favorable development related to insured events of prior years primarily as a result of ongoing analysis of loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Included in this favorable development is the impact related to retrospectively rated policies. As a result of the prior-year effects, on a regular basis, the Company adjusts revenue and the corresponding liability and/or receivable related to retrospectively rated policies and the impact of the change is included as a component of change in unearned premium reserves and reserve for rate credits in the statutory basis statements of operations.

The Company incurred claims adjustment expenses (CAE) of approximately \$6,182,000 and \$15,793,000 for the six months ended June 30, 2012 and the year ended December 31, 2011, respectively. These costs are included in the management service fees paid by the Company to United Healthcare Services, Inc. as a part of its management agreement. The following table discloses paid CAE and incurred CAE for the six months ended June 30, 2012 and the year ended December 31, 2011, and the balance in the unpaid claim adjustment expenses reserve as of June 30, 2012 and December 31, 2011 (in thousands):

	June 30, 2012	2011
Total claims adjustment expenses incurred	\$ 6,182	\$ 15,793
Less current year unpaid claims adjustment expenses	(1,463)	(1,271)
Add prior year unpaid claims adjustment expenses	<u>1,271</u>	<u>935</u>
Total claims adjustment expenses paid	<u>\$ 5,990</u>	<u>\$ 15,457</u>

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

Pharmaceutical rebates receivable are recorded when reasonably estimated or billed by the affiliated pharmaceutical benefit manager in accordance with pharmaceutical rebate contract provisions. Information used to support rebates billed to the manufacturer is based on utilization information gathered by the pharmaceutical benefit manager and adjusted for significant changes in pharmaceutical contract provisions.

The collection history of pharmacy rebates is summarized as (in thousands):

Quarter	Estimated Pharmacy Rebates	Pharmacy Rebates as Invoiced/ Confirmed	Rebates Collected Within 90 Days of Invoicing/ Confirmation	Rebates Collected Within 91 to 180 Days of Invoicing/ Confirmation	Rebates Collected More than 181 Days of Invoicing/ Confirmation
June 30, 2012	\$ 1,550	\$ -	\$ -	\$ -	\$ -
March 31, 2012	1,356	1,504	370	-	-
December 31, 2011	1,285	1,442	566	842	-
September 30, 2011	809	1,283	536	606	168
June 30, 2011	761	1,119	517	569	51
March 31, 2011	532	898	404	162	316
December 31, 2010	-	1	-	-	1

NOTES TO FINANCIAL STATEMENTS

Of the amount reported as admitted health care and other receivables approximately \$1,800,000 and \$2,009,000 relates to pharmaceutical rebate receivables as of June 30, 2012 and December 31, 2011, respectively. Admitted health care and other receivables also includes maternity case receivables due from the Department of Community Health, moved from uncollected premiums per the State of Michigan. This amount totaled approximately \$3,358,000 and \$2,972,000 as of June 30, 2012 and December 31, 2011, respectively. In 2011, admitted health care and other receivables also has an amount for claim overpayments of approximately \$485,000.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 – Anticipated Salvage and Subrogation

No significant change.

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare Community Plan, Inc.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [] No [X]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [] No []
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [X] No []
- 2.2

If yes, date of change:

01/01/2012
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes [X] No []
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [] No [X]
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes [] No [X] N/A []
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2010
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2010
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

03/20/2012
- 6.4

By what department or departments?
The State of Michigan Office of Financial and Insurance Regulation
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [] No [] N/A [X]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [] No [] N/A [X]
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [] No [X]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [] No [X]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [X] No []
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
OptumHealth Bank, Inc.	Salt Lake City, Utah	NO	NO	YES	NO

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [] No [X]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:\$.....

0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$.....
13.

Amount of real estate and mortgages held in short-term investments:

\$.....
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | Current Quarter
Book/Adjusted
Carrying Value |
| 14.21 Bonds | \$.....0 | \$..... |
| 14.22 Preferred Stock | \$.....0 | \$..... |
| 14.23 Common Stock | \$.....0 | \$..... |
| 14.24 Short-Term Investments | \$.....0 | \$..... |
| 14.25 Mortgage Loans on Real Estate | \$.....0 | \$..... |
| 14.26 All Other | \$.....0 | \$..... |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$.....0 | \$.....0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$..... | \$..... |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes [] No []

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare Community Plan, Inc.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []
- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Northern Trust	50 S. LaSalle, Chicago, IL 60675
Bank of New York Mellon	Global Liquidity Services, 1 Wall St, 14th Floor, New York NY 10286

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [X] No []
- 16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
State Street Bank	Northern Trust	03/01/2012	Economics

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
N/A	Internally Managed	N/A
107038	JPMorgan Investment Management Inc.	245 Park Avenue New York, NY 10167
106595	Wellington Management Company, LLP	280 Congress Street, Boston MA 02210

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []
- 17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent

89.1 %
- 1.2 A&H cost containment percent

0.8 %
- 1.3 A&H expense percent excluding cost containment expenses

12.1 %
- 2.1 Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date

\$
- 2.3 Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date

\$

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

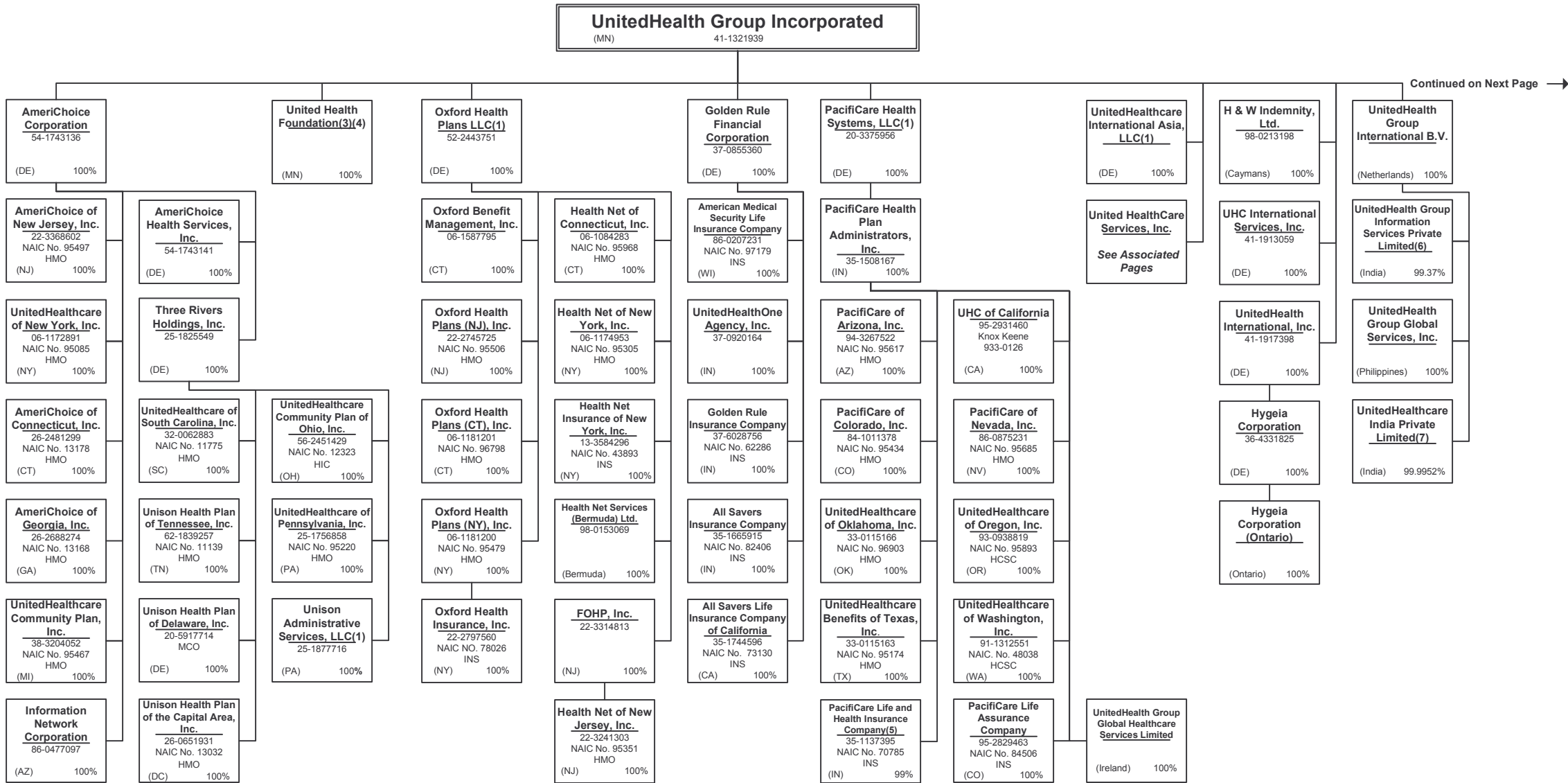
1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	N						0	
2.	Alaska	AK	N						0	
3.	Arizona	AZ	N						0	
4.	Arkansas	AR	N						0	
5.	California	CA	N						0	
6.	Colorado	CO	N						0	
7.	Connecticut	CT	N						0	
8.	Delaware	DE	N						0	
9.	District of Columbia	DC	N						0	
10.	Florida	FL	N						0	
11.	Georgia	GA	N						0	
12.	Hawaii	HI	N						0	
13.	Idaho	ID	N						0	
14.	Illinois	IL	N						0	
15.	Indiana	IN	N						0	
16.	Iowa	IA	N						0	
17.	Kansas	KS	N						0	
18.	Kentucky	KY	N						0	
19.	Louisiana	LA	N						0	
20.	Maine	ME	N						0	
21.	Maryland	MD	N						0	
22.	Massachusetts	MA	N						0	
23.	Michigan	MI	L	468,711	23,858,361	421,549,501			445,876,573	
24.	Minnesota	MN	N						0	
25.	Mississippi	MS	N						0	
26.	Missouri	MO	N						0	
27.	Montana	MT	N						0	
28.	Nebraska	NE	N						0	
29.	Nevada	NV	N						0	
30.	New Hampshire	NH	N						0	
31.	New Jersey	NJ	N						0	
32.	New Mexico	NM	N						0	
33.	New York	NY	N						0	
34.	North Carolina	NC	N						0	
35.	North Dakota	ND	N						0	
36.	Ohio	OH	N						0	
37.	Oklahoma	OK	N						0	
38.	Oregon	OR	N						0	
39.	Pennsylvania	PA	N						0	
40.	Rhode Island	RI	N						0	
41.	South Carolina	SC	N						0	
42.	South Dakota	SD	N						0	
43.	Tennessee	TN	N						0	
44.	Texas	TX	N						0	
45.	Utah	UT	N						0	
46.	Vermont	VT	N						0	
47.	Virginia	VA	N						0	
48.	Washington	WA	N						0	
49.	West Virginia	WV	N						0	
50.	Wisconsin	WI	N						0	
51.	Wyoming	WY	N						0	
52.	American Samoa	AS	N						0	
53.	Guam	GU	N						0	
54.	Puerto Rico	PR	N						0	
55.	U.S. Virgin Islands	VI	N						0	
56.	Northern Mariana Islands	MP	N						0	
57.	Canada	CN	N						0	
58.	Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0
59.	Subtotal	XXX	468,711	23,858,361	421,549,501	0	0	0	445,876,573	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61.	Totals (Direct Business)	(a) 1	468,711	23,858,361	421,549,501	0	0	0	445,876,573	0
DETAILS OF WRITE-INS										
5801.	.....	XXX								
5802.	.....	XXX								
5803.	.....	XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.
Premiums allocated by state based upon Geographic Market.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

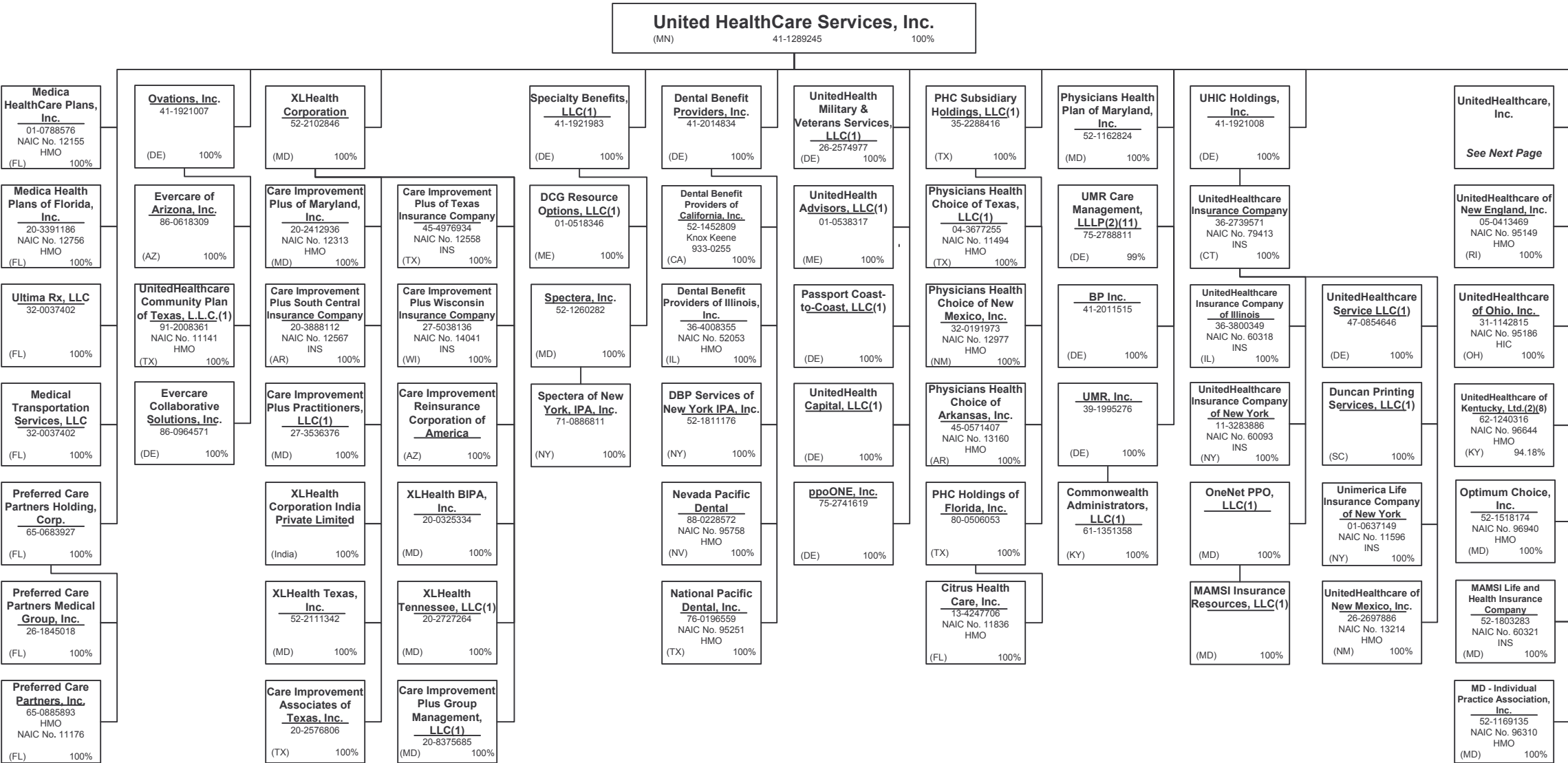


15.1

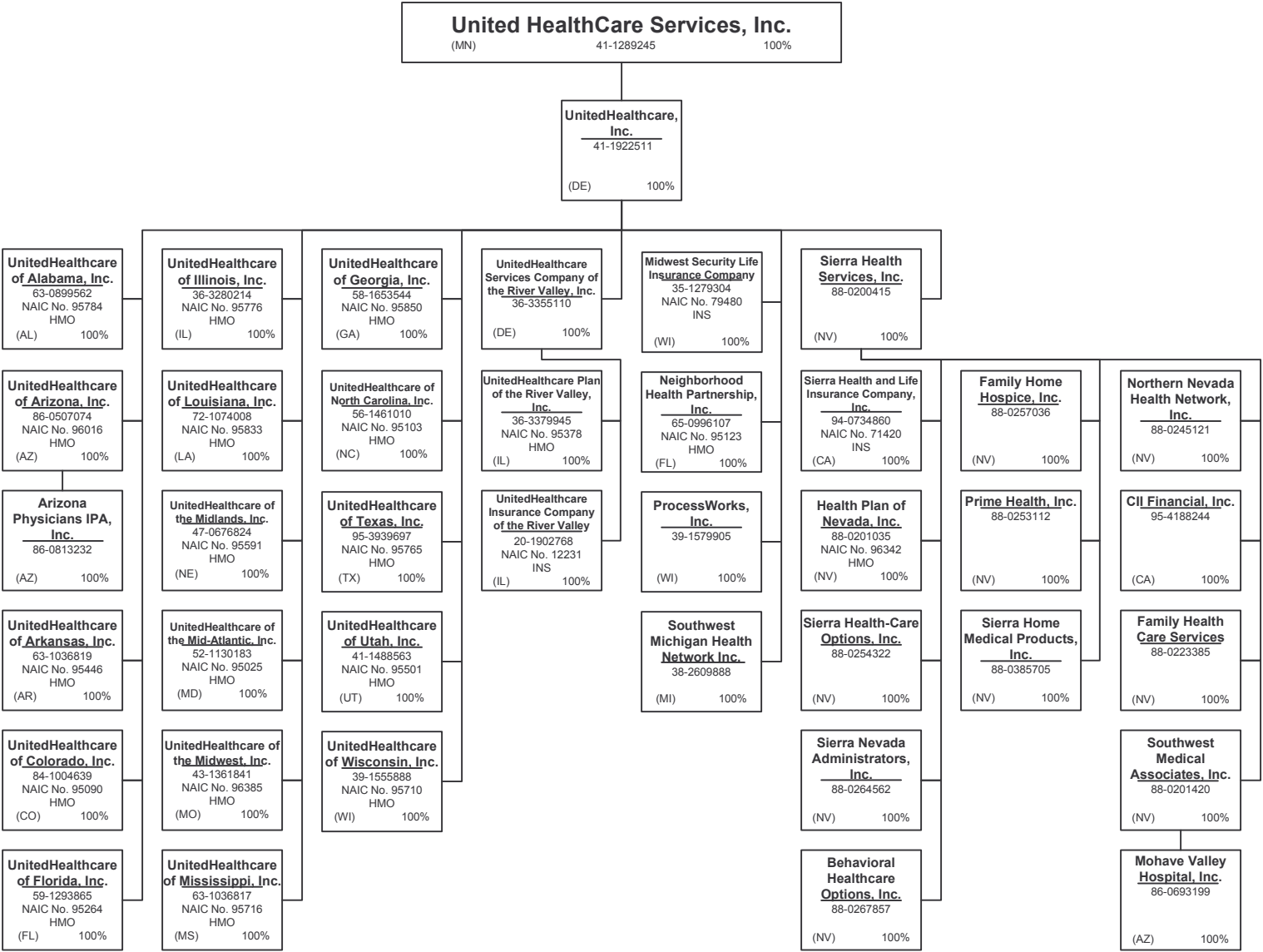
15.1



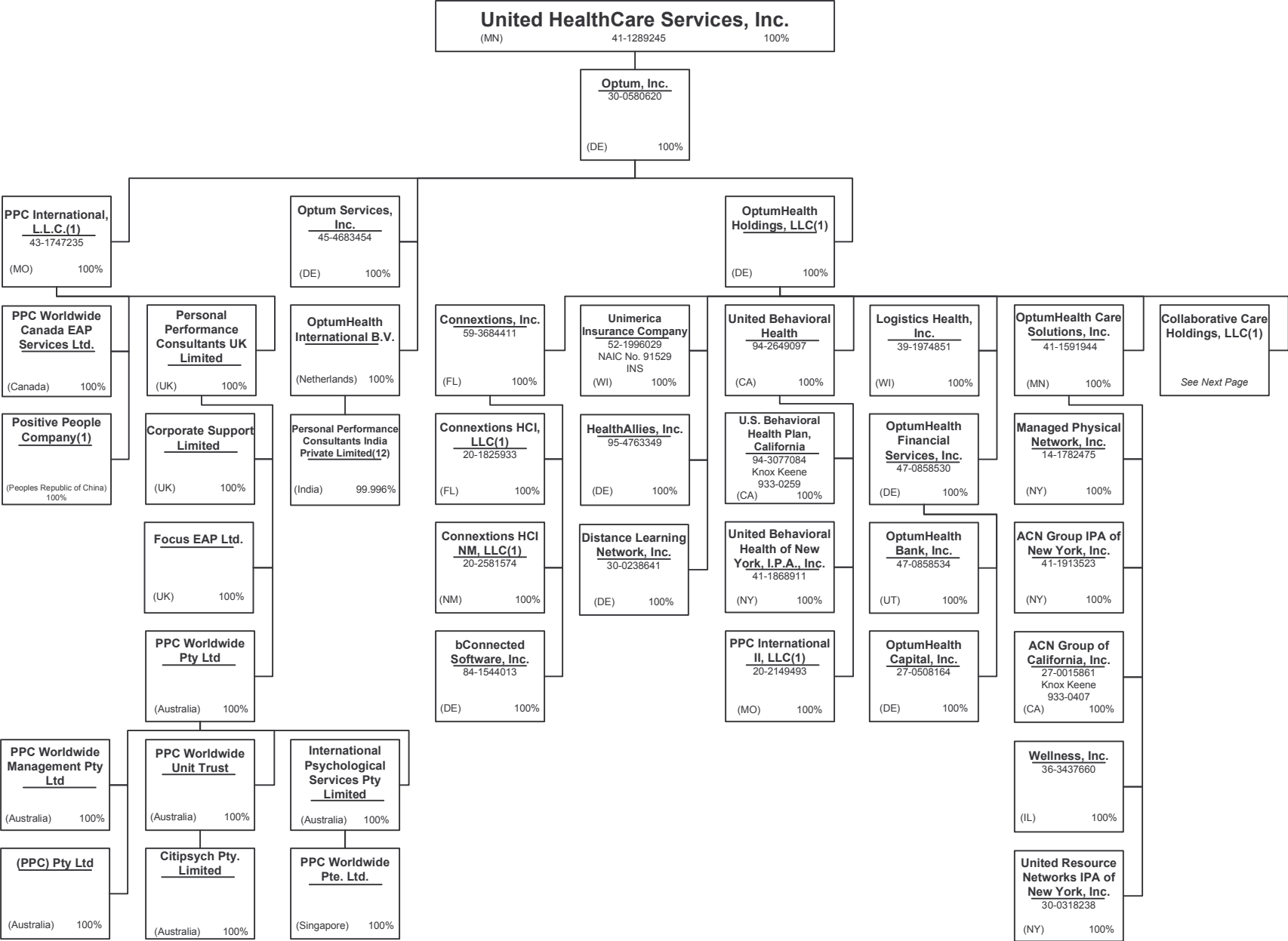
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



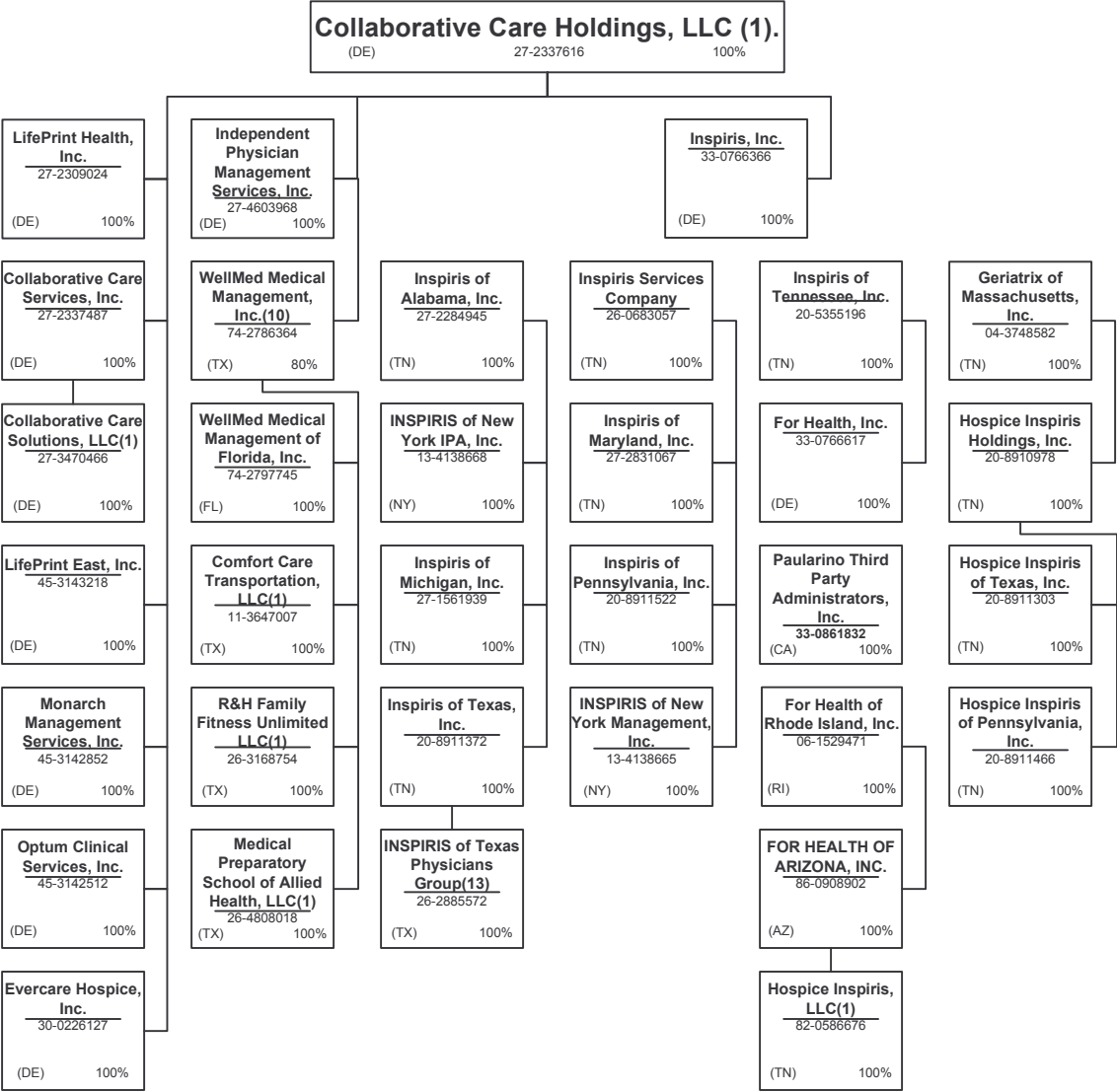
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



15.6

15.6



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

Notes

- All legal entities on the Organization Chart are Corporations unless otherwise indicated.
- (1) Entity is a Limited Liability Company
 - (2) Entity is a Partnership
 - (3) Entity is a Non-Profit Corporation
 - (4) Control of the Foundation is based on sole membership, not the ownership of voting securities
 - (5) PacifiCare Life and Health Insurance Company is 99% owned by PacifiCare Health Plan Administrators, Inc. and 1% owned by PacifiCare Health Systems, LLC
 - (6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.
 - (7) United Healthcare India Private Limited is 99.9952% owned by UnitedHealth Group International B.V. and 0.0048% owned by UnitedHealth International, Inc.
 - (8) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.
 - (9) Established a branch, Ingenix, Inc. – Abu Dhabi, located in Abut Dhabi, UAE.
 - (10) WellMed Medical Management, Inc. is 80% owned by Collaborative Care Holdings, LLC and 20% owned by WMG Healthcare Partners, L.P.
 - (11) Limited partnership interest is held by United HealthCare Services, Inc. (99%). General partnership interest is held by UMR, Inc. (1%)
 - (12) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.
 - (13) INSPIRIS of Texas Physicians Group is a Texas non-profit (taxable) whose sole member is Inspiris of Texas, Inc.
 - (14) Optum Saúde Serviços (Brasil) Ltda. Is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.
 - (15) OptumInsight Poland sp. z.o.o. is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Per-centage	Ultimate Controlling Entity(ies)/Person(s)	*
		.....00000					(PPC) Pty Ltd	.....AU	.....NIA	PPC Worldwide Pty Ltd	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	41-1913523				ACN Group IPA of New York, Inc.	.....NY	.....NIA	OptumHealth Care Solutions, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	27-0015861				ACN Group of California, Inc.	.....CA	.....JA	OptumHealth Care Solutions, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	26-0458704				A-Life Hospital Coding, LLC	.....DE	.....NIA	A-Life Medical, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	33-0692392				A-Life Medical, Inc.	.....CA	.....NIA	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
...0707	UnitedHealth Group Incorporated	.....82406	35-1665915				All Savers Insurance Company			Golden Rule Financial Corporation			UnitedHealth Group Incorporated	.....
								.....IN	.....JA		Ownership.....	100.000		.....
...0707	UnitedHealth Group Incorporated	.....73130	35-1744596				All Savers Life Insurance Company of California	.....CA	.....JA	Golden Rule Financial Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
...0707	UnitedHealth Group Incorporated	.....97179	86-0207231				American Medical Security Life Insurance Company	.....WI	.....JA	Golden Rule Financial Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	54-1743136				AmeriChoice Corporation	.....DE	.....UDP	UnitedHealth Group Incorporated	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	54-1743141				AmeriChoice Health Services, Inc.	.....DE	.....NIA	AmeriChoice Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
...0707	UnitedHealth Group Incorporated	.....13178	26-2481299				AmeriChoice of Connecticut, Inc.	.....CT	.....JA	AmeriChoice Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
...0707	UnitedHealth Group Incorporated	.....13168	26-2688274				AmeriChoice of Georgia, Inc.	.....GA	.....JA	AmeriChoice Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
...0707	UnitedHealth Group Incorporated	.....95497	22-3368602				AmeriChoice of New Jersey, Inc.	.....NJ	.....JA	AmeriChoice Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	61-1314126				Aperture Credentialing, Inc.	.....DE	.....NIA	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	86-0813232				Arizona Physicians IPA, Inc.			UnitedHealthcare of Arizona, Inc.			UnitedHealth Group Incorporated	.....
		.....00000						.....AZ	.....NIA		Ownership.....	100.000		.....
		.....00000	77-0401090				ASI Global, LLC	.....TX	.....NIA	FrontierMEDEX, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	84-1544013				Axolotl Corp.	.....DE	.....NIA	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	88-0267857				bConnections Software, Inc.	.....DE	.....NIA	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	41-2011515				Behavioral Healthcare Options, Inc.	.....NV	.....NIA	Sierra Health Services, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000					BP Inc.	.....DE	.....NIA	United HealthCare Services, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000					Canada Health Group International Limited	.....CA	.....NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000					CanReg (Europe) Limited	.....IE	.....NIA	OptumInsight (Canada) Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	20-2576806				Care Improvement Associates of Texas, Inc.	.....TX	.....NIA	XLHealth Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	20-8375685				Care Improvement Plus Group Management, LLC	.....MD	.....NIA	XLHealth Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
...0707	UnitedHealth Group Incorporated	.....12313	20-2412936				Care Improvement Plus of Maryland, Inc.	.....MD	.....JA	XLHealth Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
...0707	UnitedHealth Group Incorporated	.....12558	45-4976934				Care Improvement Plus of Texas Insurance Company	.....TX	.....JA	XLHealth Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	27-3536376				Care Improvement Plus Practitioners, LLC	.....MD	.....NIA	XLHealth Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
...0707	UnitedHealth Group Incorporated	.....12567	20-3888112				Care Improvement Plus South Central Insurance Company	.....AR	.....JA	XLHealth Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
...0707	UnitedHealth Group Incorporated	.....14041	27-5038136				Care Improvement Plus Wisconsin Insurance Company	.....WI	.....JA	XLHealth Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	26-1358634				Care Improvement Reinsurance Corporation of America	.....AZ	.....NIA	XLHealth Corporation	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	42-1464363				CareMedic Systems, Inc.	.....DE	.....NIA	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000					ChinaGate (Hong Kong) Limited	.....HK	.....NIA	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000					ChinaGate Company Limited	.....CN	.....NIA	ChinaGate (Hong Kong) Limited	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	95-4188244				CII Financial, Inc.	.....CA	.....NIA	Sierra Health Services, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000					Citipsych Pty. Limited	.....AU	.....NIA	PPC Worldwide Unit Trust	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
...0707	UnitedHealth Group Incorporated	.....11836	13-4247706				Citrus Health Care, Inc.	.....FL	.....JA	PHC Holdings of Florida, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	27-2337616				Collaborative Care Holdings, LLC	.....DE	.....NIA	OptumHealth Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.....00000	27-2337487				Collaborative Care Services, Inc.	.....DE	.....NIA	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Per-centage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000	27-3470466				Collaborative Care Solutions, LLC			Collaborative Care Services, Inc.			UnitedHealth Group Incorporated	
		00000	11-3647007				Comfort Care Transportation, LLC	DE	NIA		Ownership	100.000	UnitedHealth Group Incorporated	
		00000	61-1351358				Commonwealth Administrators, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-2581574				Connexions HCI NM, LLC	KY	NIA	UMR, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-1825933				Connexions HCI, LLC	NM	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	59-3684411				Connexions, Inc.	FL	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Corporate Support Limited	FL	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000								Personal Performance Consultants			UnitedHealth Group Incorporated	
		00000	52-1811176				DBP Services of New York IPA, Inc.	UK	NIA	UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	01-0518346				DCG Resource Options, LLC	NY	NIA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1452809				Dental Benefit Providers of California, Inc.	ME	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Dental Benefit Providers of Illinois, Inc.	CA	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	52053	36-4008355				Dental Benefit Providers, Inc.	IL	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-2014834				Distance Learning Network, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0238641				Duncan Printing Services, LLC	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000								UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	84-1162764				Electronic Network Systems, Inc.	SC	NIA		Ownership	100.000	UnitedHealth Group Incorporated	
		00000					ELG FZE	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	86-0964571				Evercare Collaborative Solutions, Inc.	AE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0226127				Evercare Hospice, Inc.			Ovations, Inc.			UnitedHealth Group Incorporated	
		00000	86-0618309				Evercare of Arizona, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	11-3669765				Executive Health Resources, Inc.	AZ	NIA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exlogs EBT Holdings Limited	PA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exlogs HSE, Inc. (Canada)	JE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000								FrontierMEDEX Canada Holdings Ltd.			UnitedHealth Group Incorporated	
		00000					Exploration for Mine Clearance, LLC	CA	NIA		Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exploration Logisitics Group for Medical Services PLC LTD	IQ	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exploration Logistics BC Limited			FrontierMEDEX Limited			UnitedHealth Group Incorporated	
		00000	68-0679516				Exploration Logistics Group Inc.	IQ	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	68-0679514				Exploration Logistics Inc.	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exploration Logistics Limited	DE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exploration Logistics Newfoundland Limited	DE	NIA	Exploration Logistics Group Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exploration Logistics Nova Scotia Limited	UK	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Family Health Care Services	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0223385				Family Home Hospice, Inc.	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0257036				FMG Holdings, LLC	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Focus EAP Ltd.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	22-3314813				FOHP, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	86-0908902				FOR HEALTH OF ARIZONA, INC.	UK	NIA	Personal Performance Consultants	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	06-1529471				For Health of Rhode Island, Inc.	UK	NIA	UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	33-0766617				For Health, Inc.	NJ	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Frontier Medical Services Limited	AZ	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					FrontierMEDEX Canada Holdings Ltd.	RI	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000						DE	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000						UK	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000						CA	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000					FrontierMEDEX Canada Limited			Canada Health Group International Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	45-5339512				FrontierMEDEX Gouvernment Services, LLC	CA	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					FrontierMEDEX Group Limited	DE	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					FrontierMEDEX Limited	UK	NIA	FrontierMEDEX UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					FrontierMEDEX UK Limited	UK	NIA	FrontierMEDEX Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	33-1219808				FrontierMEDEX US, Inc.	DE	NIA	FrontierMEDEX Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-2230470				FrontierMEDEX, Inc.	DE	NIA	FrontierMEDEX US, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	04-3748582				Geriatric of Massachusetts, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	37-0855360				Golden Rule Financial Corporation	DE	NIA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	62286	37-6028756	3057283			Golden Rule Insurance Company	DE	NIA	Golden Rule Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-0213198				H & W Indemnity, Ltd.	JN	JA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	43893	13-3584296				Health Net Insurance of New York, Inc.	KY	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Health Net of Connecticut, Inc.	NY	JA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95968	06-1084283				Health Net of New Jersey, Inc.	CT	JA	FOHP, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95351	22-3241303				Health Net of New York, Inc.	NJ	JA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95305	06-1174953				Health Net Services (Bermuda) Ltd.	NY	JA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-0153069				Health Plan of Nevada, Inc.	BM	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96342	88-0201035				Health Technology Analysts Pty Limited	NV	JA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					HealthAllies, Inc.	OptumInsight, Inc.			Ownership	100.000	UnitedHealth Group Incorporated	
		00000	95-4763349				Hospice Inspiris Holdings, Inc.	AU	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-8910978				Hospice Inspiris of Pennsylvania, Inc.	DE	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-8911466				Hospice Inspiris of Texas, Inc.	TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-8911303				Hospice Inspiris, LLC	TN	NIA	FOR HEALTH OF ARIZONA, INC.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	82-0586676				Hygeia Corporation	TN	NIA	UnitedHealth International, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	36-4331825				Hygeia Corporation (Ontario)	DE	NIA	Hygeia Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-4603968				Independent Physician Management Services, Inc.	CA	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	86-0477097				Information Network Corporation	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Ingenix Innovus (Netherlands) B.V.	AZ	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Ingenix UK Holdings Limited	NL	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	62-1641102				Ingram & Associates, LLC	UK	NIA	Payment Resolution Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-2284945				Inspiris of Alabama, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-2831067				Inspiris of Maryland, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-1561939				INSPIRIS of Michigan, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	13-4138668				INSPIRIS of New York IPA, Inc.	NY	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	13-4138665				INSPIRIS of New York Management, Inc.	NY	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-8911466				Inspiris of Pennsylvania, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-5355196				INSPIRIS of Tennessee, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-2885572				INSPIRIS of Texas Physician Group	TX	NIA	Inspiris of Texas, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-8911372				Inspiris of Texas, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-0683057				Inspiris Services Company	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	33-0766366				Inspiris, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Per-centage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000					International Psychological Services Pty Limited	AU	NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	45-3143218				Lifeprint East, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-2309024				Lifeprint Health, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	05-0471309				LighthouseMD, Inc.	RI	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	39-1974851				Logistics Health, Inc.	WI	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	91-1263758				Lynx Medical Systems, Inc.	WA	NIA	Picis, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					MAMSI Insurance Resources, LLC	MD	NIA	OneNet PPO, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	60321	52-1803283				MAMSI Life and Health Insurance Company	MD	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	14-1782475				Managed Physical Network, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96310	52-1169135				MD-Individual Practice Association, Inc.	MD	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Medekit.com Limited	UK	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-2178531				MEDEX Insurance Services, Inc.	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12756	20-3391186				Medica Health Plans of Florida, Inc.	FL	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12155	01-0788576				Medica HealthCare Plans, Inc.	FL	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-4808018				Medical Preparatory School of Allied Health, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	32-0037402				Medical Transportation Services, LLC	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	79480	35-1279304				Midwest Security Life Insurance Company	WI	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	86-0693199				Mohave Valley Hospital, Inc.	AZ	NIA	Southwest Medical Associates, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	45-3142852				Monarch Management Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95251	76-0196559				National Pacific Dental, Inc.	TX	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95123	65-0996107				Neighborhood Health Partnership, Inc.	FL	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-4755277				Netwerkes, LLC	TN	NIA	Payment Resolution Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95758	88-0228572				Nevada Pacific Dental	NV	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0245121				Northern Nevada Health Network, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OneNet PPO, LLC	MD	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96940	52-1518174				Optimum Choice, Inc.	MD	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	45-3142512				Optum Clinical Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	04-3574101				Optum Government Solutions, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-4581265				Optum Public Sector Solutions, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Optum Sa de Servi os (Brasil) Ltda	BR	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		00000					Optum Sa de Servi os (Brasil) Ltda	BR	NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		00000	45-4683454				Optum Services, Inc.	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0580620	3119994			Optum, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	47-0858534	3202702			OptumHealth Bank, Inc.	UT	NIA	OptumHealth Financial Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-0508164				OptumHealth Capital, Inc.	DE	NIA	OptumHealth Financial Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1591944				OptumHealth Care Solutions, Inc.	MN	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	47-0858530				OptumHealth Financial Services, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumHealth Holdings, LLC	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Per-centage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					OptumHealth International B.V.	NL	NIA	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight (Canada) Inc.	CA	NIA	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight (Deutschland) GmbH			Ingenix Innovus (Netherlands) B.V.			UnitedHealth Group Incorporated	
								DE	NIA		Ownership.....	100.000		
		.00000					OptumInsight (Singapore) Pte. Ltd.	SG	NIA	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight (Sweden) AB			Ingenix Innovus (Netherlands) B.V.			UnitedHealth Group Incorporated	
								SE	NIA		Ownership.....	100.000		
		.00000					OptumInsight Holdings, LLC	DE	NIA	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight Italy S.r.l.			Ingenix Innovus (Netherlands) B.V.			UnitedHealth Group Incorporated	
								IT	NIA		Ownership.....	100.000		
		.00000					OptumInsight Korea LLC	Re	NIA	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	04-3383745				OptumInsight Life Sciences, Inc.	DE	NIA	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight Poland sp. z.o.o.			Ingenix Innovus (Netherlands) B.V.			UnitedHealth Group Incorporated	
								Po	NIA		Ownership.....	99.000		
		.00000					OptumInsight Poland sp. z.o.o.	Po	NIA	OptumInsight, Inc.	Ownership.....	1.000	UnitedHealth Group Incorporated	
		.00000	41-1858498				OptumInsight, Inc.	DE	NIA	OptumInsight Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					OptumRx Holdings, LLC	DE	NIA	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	33-0441200				OptumRx, Inc.	CA	NIA	OptumRx Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	41-1921007				Ovations, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	06-1587795				Oxford Benefit Management, Inc.	CT	NIA	Oxford Health Plans LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	78026	22-2797560				Oxford Health Insurance, Inc.	NY	JA	Oxford Health Plans (NY), Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96798	06-1181201				Oxford Health Plans (CT), Inc.	CT	JA	Oxford Health Plans LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95506	22-2745725				Oxford Health Plans (NJ), Inc.	NJ	JA	Oxford Health Plans LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95479	06-1181200				Oxford Health Plans (NY), Inc.	NY	JA	Oxford Health Plans LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	52-2443751				Oxford Health Plans LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	35-1508167				PacifiCare Health Plan			PacifiCare Health Systems, LLC			UnitedHealth Group Incorporated	
							Administrators, Inc.	IN	NIA		Ownership.....	100.000		
		.00000	20-3375956				PacifiCare Health Systems, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership.....	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	70785	35-1137395				PacifiCare Life and Health Insurance			PacifiCare Health Plan			UnitedHealth Group Incorporated	
							Company	IN	JA	Administrators, Inc.	Ownership.....	99.000		
0707	UnitedHealth Group Incorporated	70785	35-1137395				PacifiCare Life and Health Insurance			PacifiCare Health Systems, LLC			UnitedHealth Group Incorporated	
							Company	IN	JA		Ownership.....	1.000		
0707	UnitedHealth Group Incorporated	84506	95-2829463				PacifiCare Life Assurance Company			PacifiCare Health Plan			UnitedHealth Group Incorporated	
							Administrators, Inc.	CO	JA	Administrators, Inc.	Ownership.....	100.000		
0707	UnitedHealth Group Incorporated	95617	94-3267522				PacifiCare of Arizona, Inc.			PacifiCare Health Plan			UnitedHealth Group Incorporated	
								AZ	JA	Administrators, Inc.	Ownership.....	100.000		
0707	UnitedHealth Group Incorporated	95434	84-1011378				PacifiCare of Colorado, Inc.			PacifiCare Health Plan			UnitedHealth Group Incorporated	
								CO	JA	Administrators, Inc.	Ownership.....	100.000		
0707	UnitedHealth Group Incorporated	95685	86-0875231				PacifiCare of Nevada, Inc.			PacifiCare Health Plan			UnitedHealth Group Incorporated	
							Administrators, Inc.	NV	JA	Administrators, Inc.	Ownership.....	100.000		
		.00000					Passport Coast-to-Coast LLC	DE	NIA	United HealthCare Services, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	33-0861832				Paularino Third Party Administrators, Inc.			For Health, Inc.			UnitedHealth Group Incorporated	
								CA	NIA		Ownership.....	100.000		
		.00000	62-1451147				Payment Resolution Services, Inc.	TN	NIA	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					Personal Performance Consultants			OptumHealth International B.V.			UnitedHealth Group Incorporated	
							India Private Limited	IN	NIA		Ownership.....	99.996		
		.00000					Personal Performance Consultants			United Behavioral Health			UnitedHealth Group Incorporated	
							India Private Limited	IN	NIA		Ownership.....	0.004		
		.00000					Personal Performance Consultants UK			PPC International, L.L.C.			UnitedHealth Group Incorporated	
							Limited	UK	NIA		Ownership.....	100.000		
		.00000	80-0506053				PHC Holdings of Florida, Inc.	TX	NIA	PHC Subsidiary Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0707	UnitedHealth Group Incorporated	00000 13160	35-2288416 45-0571407				PHC Subsidiary Holdings, LLC Physicians Health Choice of Arkansas, Inc.	TX AR	NIA JA	United HealthCare Services, Inc. PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12977	32-0191973				Physicians Health Choice of New Mexico, Inc.	NM	JA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	11494	04-3677255				Physicians Health Choice of Texas, LLC	TX	JA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1162824				Physicians Health Plan of Maryland, Inc.	MD	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Picis Research and Development, S.A.U.	ES	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Picis SAS	FR	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	36-4375169	3886791			Picis, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Picis, Ltd.	UK	NIA	Picis, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Positive People Company	CN	NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-2149493				PPC International II, LLC	MO	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	43-1747235				PPC International, L.L.C.	MO	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Canada EAP Services Ltd.	CA	NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Management Pty Ltd	AU	NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Pte. Ltd.	SG	NIA	International Psychological Services Pty Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Pty Ltd	AU	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Unit Trust	AU	NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	75-2741619				ppoONE, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	65-0683927				Preferred Care Partners Holding, Corp.	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-1845018				Preferred Care Partners Medical Group, Inc.	FL	NIA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-1845018				Preferred Care Partners Medical Group, Inc.	FL	NIA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	11176	65-0885893				Preferred Care Partners, Inc.	FL	JA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0253112				Prime Health, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	39-1579905				ProcessWorks, Inc.	WI	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-3168754				R&H Family Fitness Unlimited LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-0151096				Rx Solutions NY IPA, Inc.	NY	NIA	OptumRx, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					ScriptSwitch Holdings Limited	UK	NIA	Ingenix UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	71420	94-0734860				ScriptSwitch Limited	UK	NIA	ScriptSwitch Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Sierra Health and Life Insurance Company, Inc.	CA	JA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0200415				Sierra Health Services, Inc.	NV	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0254322				Sierra Health-Care Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0385705				Sierra Home Medical Products, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0264562				Sierra Nevada Administrators, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0201420				Southwest Medical Associates, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	38-2609888				Southwest Michigan Health Network Inc.	MI	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1921983				Specialty Benefits, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000	71-0886811				Spectera of New York, IPA, Inc.	NY	NIA	Spectera, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1260282				Spectera, Inc.	MD	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	56-1970224				The Lewin Group, Inc.			Optum Public Sector Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	25-1825549				Three Rivers Holdings, Inc.	NC	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1431155				Travel Express Incorporated	DE	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	94-3077084				U.S. Behavioral Health Plan, California	MD	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1913059				UHC International Services, Inc.	CA	JA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	95-2931460				UHC of California	DE	NIA	PacifiCare Health Plan	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1921008				UHC Holdings, Inc.	CA	JA	Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	14-1892398				Ultima Rx, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	75-2788811				UMR Care Management, LLLP	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	75-2788811				UMR Care Management, LLLP	DE	NIA	United HealthCare Services, Inc.	Ownership	99.000	UnitedHealth Group Incorporated	1
		00000	39-1995276				UMR, Inc.	DE	NIA	UMR, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	1
.0707	UnitedHealth Group Incorporated	91529	52-1996029				Unimerica Insurance Company	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	11596	01-0637149				Unimerica Life Insurance Company of New York	WI	JA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	25-1877716				Unison Administrative Services, LLC	NY	JA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-5917714				Unison Health Plan of Delaware, Inc.	PA	NIA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	11139	62-1839257				Unison Health Plan of Tennessee, Inc.	DE	JA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	13032	26-0651931				Unison Health Plan of the Capital Area, Inc.	TN	JA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	94-2649097				United Behavioral Health	DC	JA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1868911				United Behavioral Health of New York, I.P.A., Inc.	CA	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1941615				United Health Foundation	NY	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1289245	3410132			United HealthCare Services, Inc.	NY	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0318238				United Resource Networks IPA of New York, Inc.	MN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	01-0538317				UnitedHealth Advisors, LLC	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					UnitedHealth Capital, LLC	ME	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					UnitedHealth Group Global Healthcare Services Limited	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					UnitedHealth Group Global Services, Inc.	IE	NIA	PacifiCare Health Plan	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1321939		0000731766	New York Stock Exchange	UnitedHealth Group International B.V.	PH	NIA	Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					UnitedHealth Group Incorporated	MN	UIP	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Services Private Limited	IN	NIA	UnitedHealth Group International B.V.	Ownership	99.370	UnitedHealth Group Incorporated	
		00000					UnitedHealth Group Information Services Private Limited	IN	NIA	UnitedHealth International, Inc.	Ownership	0.630	UnitedHealth Group Incorporated	
		00000					UnitedHealth Group International B.V.	IN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1917398				UnitedHealth International, Inc.	NL	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-2574977				UnitedHealth Military & Veterans Services, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					UnitedHealth UK Limited	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95174	33-0115163				UnitedHealthcare Benefits of Texas, Inc.	UK	NIA	Ingenix UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
								TX	JA	PacifiCare Health Plan	Ownership	100.000	UnitedHealth Group Incorporated	
										Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Owner- ship Provide Percent- age	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi- ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)				
...0707	UnitedHealth Group Incorporated	...12323	56-2451429				UnitedHealthcare Community Plan of Ohio, Inc.	...OH	...JA	Three Rivers Holdings, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...11141	91-2008361				UnitedHealthcare Community Plan of Texas, L.L.C.	...TX	...JA	Ovations, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95467	38-3204052				UnitedHealthcare Community Plan, Inc.	...MI		AmeriChoice Corporation	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					UnitedHealthcare India Private Limited	...IN	...NIA	UnitedHealth Group International B.V.	Ownership	...99.995	UnitedHealth Group Incorporated	
		...00000					UnitedHealthcare India Private Limited	...IN	...NIA	UnitedHealth International, Inc.	Ownership	...0.005	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...79413	36-2739571				UnitedHealthcare Insurance Company	...CT	...JA	UHC Holdings, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...60318	36-3800349				UnitedHealthcare Insurance Company of Illinois	...IL	...JA	UnitedHealthcare Insurance Company	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...60093	11-3283886				UnitedHealthcare Insurance Company of New York	...NY	...JA	UnitedHealthcare Insurance Company	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...12231	20-1902768				UnitedHealthcare Insurance Company of the River Valley	...IL	...JA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					UnitedHealthcare International Asia, LLC	...DE	...NIA	UnitedHealth Group Incorporated	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95784	63-0899562				UnitedHealthcare of Alabama, Inc.	...AL	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...96016	86-0507074				UnitedHealthcare of Arizona, Inc.	...AZ	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95446	63-1036819				UnitedHealthcare of Arkansas, Inc.	...AR	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95090	84-1004639				UnitedHealthcare of Colorado, Inc.	...CO	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95264	59-1293865				UnitedHealthcare of Florida, Inc.	...FL	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95850	58-1653544				UnitedHealthcare of Georgia, Inc.	...GA	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95776	36-3280214				UnitedHealthcare of Illinois, Inc.	...IL	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	...KY	...JA	United HealthCare Services, Inc.	Ownership	...94.180	UnitedHealth Group Incorporated	...2
...0707	UnitedHealth Group Incorporated	...96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	...KY	...JA	UnitedHealthcare, Inc.	Ownership	...5.820	UnitedHealth Group Incorporated	...2
...0707	UnitedHealth Group Incorporated	...95833	72-1074008				UnitedHealthcare of Louisiana, Inc.	...LA	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95716	63-1036817				UnitedHealthcare of Mississippi, Inc.	...MS	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95149	05-0413469				UnitedHealthcare of New England, Inc.	...RI	...JA	United HealthCare Services, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...13214	26-2697886				UnitedHealthcare of New Mexico, Inc.	...NM	...JA	UnitedHealthcare Insurance Company	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95085	06-1172891				UnitedHealthcare of New York, Inc.	...NY	...JA	AmeriChoice Corporation	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95103	56-1461010				UnitedHealthcare of North Carolina, Inc.	...NC	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95186	31-1142815				UnitedHealthcare of Ohio, Inc.	...OH	...JA	United HealthCare Services, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...96903	33-0115166				UnitedHealthcare of Oklahoma, Inc.	...OK	...JA	PacifiCare Health Plan Administrators, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95893	93-0938819				UnitedHealthcare of Oregon, Inc.	...OR	...JA	PacifiCare Health Plan Administrators, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95220	25-1756858				UnitedHealthcare of Pennsylvania, Inc.	...PA	...JA	Three Rivers Holdings, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...11775	32-0062883				UnitedHealthcare of South Carolina, Inc.	...SC	...JA	Three Rivers Holdings, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95765	95-3939697				UnitedHealthcare of Texas, Inc.	...TX	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	...95025	52-1130183				UnitedHealthcare of the Mid-Atlantic, Inc.	...MD	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
...0707 ...	UnitedHealth Group Incorporated .....	...95591	47-0676824 .....	.....	.....	.....	UnitedHealthcare of the Midlands, Inc.	NE	JA	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...96385	43-1361841 .....	.....	.....	.....	UnitedHealthcare of the Midwest, Inc.	MO	JA	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...95501	41-1488563 .....	.....	.....	.....	UnitedHealthcare of Utah, Inc.	UT	JA	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...48038	91-1312551 .....	.....	.....	.....	UnitedHealthcare of Washington, Inc. .	WA	JA	PacifiCare Health Plan Administrators, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...95710	39-1555888 .....	.....	.....	.....	UnitedHealthcare of Wisconsin, Inc. .	WI	JA	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...95378	36-3379945 .....	.....	.....	.....	UnitedHealthcare Plan of the River Valley, Inc.	IL	JA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	47-0854646 .....	.....	.....	.....	UnitedHealthcare Service LLC	DE	NIA	UnitedHealthcare Insurance Company	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	36-3355110 .....	.....	.....	.....	UnitedHealthcare Services Company of the River Valley, Inc.	DE	NIA	UnitedHealthcare, Inc.	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	41-1922511 .....	.....	.....	.....	UnitedHealthcare, Inc.	DE	NIA	United HealthCare Services, Inc. .	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	37-0920164 .....	.....	.....	.....	UnitedHealthOne Agency, Inc.	IN	NIA	Golden Rule Financial Corporation	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	74-2797745 .....	.....	.....	.....	WellMed Medical Management of Florida, Inc.	FL	NIA	WellMed Medical Management, Inc. .	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	74-2786364 .....	.....	.....	.....	WellMed Medical Management, Inc.	TX	NIA	Collaborative Care Holdings, LLC .	Ownership.....	..80.000	UnitedHealth Group Incorporated .....	.....3
.....	.....	...00000	36-3437660 .....	.....	.....	.....	Wellness, Inc.	IL	NIA	OptumHealth Care Solutions, Inc. .	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	20-0325334 .....	.....	.....	.....	XLHealth BIPA, Inc.	MD	NIA	XLHealth Corporation	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	52-2102846 .....	.....	.....	.....	XLHealth Corporation	MD	NIA	United HealthCare Services, Inc. .	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	XLHealth Corporation India Private Limited	JN	NIA	XLHealth Corporation	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	20-2717264 .....	.....	.....	.....	XLHealth Tennessee, LLC	MD	NIA	XLHealth Corporation	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000	52-2111342 .....	.....	.....	.....	XLHealth Texas, Inc.	MD	NIA	XLHealth Corporation	Ownership.....	..100.000	UnitedHealth Group Incorporated .....	.....

Asterisk	Explanation
1	The general partnership interest of 1.0% is held by UMR, Inc. and the limited partnership interest of 99% is held by United HealthCare Services, Inc.
2	The general partnership interest of 89.77% is held by United HealthCare Services, Inc. (UHS) and 10.23% is held by UnitedHealthcare, Inc. (UHC). UHS also holds 100% of the limited partnership interests. When combining general and limited partner interests, UHS owns 94.18% and UHC owns 5.83%
3	The remaining 20% is owned by WMG Healthcare Partners, L.P., a non-affiliated company.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



OVERFLOW PAGE FOR WRITE-INS

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	39,853,474	41,826,286
2. Cost of bonds and stocks acquired	12,298,723	26,265,738
3. Accrual of discount	8,900	47,178
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	378,937	270,310
6. Deduct consideration for bonds and stocks disposed of	12,882,947	28,075,614
7. Deduct amortization of premium	184,356	480,424
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	1,910	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	39,470,821	39,853,474
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	39,470,821	39,853,474

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare Community Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	178,957,684	271,403,213	292,479,484	(277,980)	178,957,684	157,603,433	0	165,154,297
2. Class 2 (a)	5,187,405	1,943,609	634,958	(48,816)	5,187,405	6,447,240	0	4,170,544
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	184,145,089	273,346,822	293,114,442	(326,796)	184,145,089	164,050,673	0	169,324,841
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	184,145,089	273,346,822	293,114,442	(326,796)	184,145,089	164,050,673	0	169,324,841

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$46,209,296 ; NAIC 2 \$3,637,076 ; NAIC 3 \$0 ;
NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	123,124,349	xxx	123,525,699	355,278	174,827

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	127,467,826	99,234,787
2. Cost of short-term investments acquired	516,609,393	896,844,945
3. Accrual of discount	15,779	12,058
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	350
6. Deduct consideration received on disposals	520,488,346	867,664,191
7. Deduct amortization of premium	480,303	960,123
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	123,124,349	127,467,826
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	123,124,349	127,467,826

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards
N O N E

Schedule DB - Part B - Verification - Futures Contracts
N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open
N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open
N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives
N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	2,003,538	6,001,059
2. Cost of cash equivalents acquired	4,375,198	895,658,354
3. Accrual of discount	1,474	5,777
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	4,910,000	899,636,000
7. Deduct amortization of premium	14,707	25,652
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,455,503	2,003,538
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	1,455,503	2,003,538

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired
N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid
N O N E

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare Community Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
442403-GK-1	Houston TX Indpt Sch GO Non Call Put 1.500% 06/01/28		.05/23/2012	Morgan Stanley		111,151	110,000	.0	1FE
2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						111,151	110,000	0	XXX
167725-AA-8	Chicago IL Tran Auth Rev Bond MW 30BP Sink 5.118% 12/01/13		.05/25/2012	Merrill Lynch		57,530	55,000	1,407	1FE
167725-AD-2	Chicago IL Tran Auth Rev Bond MW 30BP Sink 5.118% 12/01/13		.05/25/2012	Merrill Lynch		26,150	25,000	.640	1FE
19648C-AC-5	CO St Hsg & Fin Rev Bond Non Call 0.852% 05/15/14		.06/21/2012	Goldman Sachs		95,000	95,000	.0	1FE
64990E-DE-4	NY St Dorm Auth Rev Bond Cont Call 5.000% 12/15/23		.06/14/2012	Goldman Sachs		487,040	400,000	.0	1FE
657902-H8-8	NC St Med Care Fac Rev Bond Non Call 5.000% 11/01/13		.06/28/2012	Fumb Funds II		529,285	500,000	4,028	1FE
658196-ZS-8	NC St Eastn Muni Pwr Agy Rev Bond Non Call 4.430% 01/01/14		.05/17/2012	Merrill Lynch		93,777	90,000	1,562	2FE
759911-U2-4	Reg Trns Auth IL Rev Bond Non Call 1.044% 04/01/14		.06/14/2012	JP Morgan Chase		65,000	65,000	.0	1FE
759911-U3-2	Reg Trns Auth IL Rev Bond Non Call 1.064% 06/01/14		.06/14/2012	JP Morgan Chase		70,000	70,000	.0	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						1,423,782	1,300,000	7,637	XXX
02005E-AB-6	Ally Auto Rec Tr ALLYA 2012-3 A2 ABS 0.700% 01/15/15		.05/22/2012	CitiGroup		119,995	120,000	.0	1FE
026874-BV-8	American Intl Group Corp Note MW 50BP 3.650% 01/15/14		.05/01/2012	Deutsche Bank		51,271	50,000	.553	2FE
03061U-AB-9	Americredit Auto Rec Tr AMCAR 2012-3 A2 ABS 0.710% 12/08/15		.06/19/2012	JP Morgan Chase		50,997	51,000	.0	1FE
060505-DB-7	Bank of America Corp Note Non Call 5.490% 03/15/19		.05/02/2012	Montgomery Securities		102,063	100,000	.793	2FE
124857-AG-8	CBS Corp Note Call 3.375% 03/01/22		.05/09/2012	Wachovia Bank		74,042	75,000	.506	2FE
12591A-AB-3	CNH Equipment Tr CNH 2012-B A2 ABS 0.650% 10/15/15		.06/12/2012	Credit Suisse		95,992	96,000	.0	1FE
126650-AW-0	CVS Corp Note Sink Prv Plc 5.298% 01/11/27		.06/27/2012	Jefferys and Company		55,443	50,961	.143	2FE
14313J-AB-7	Carmax Auto Own Tr CARMX 2012-2 A2 ABS 0.640% 05/15/15		.06/06/2012	Barclays Group Inc.		74,995	75,000	.0	1FE
29273R-AO-2	Energy Transfer Partners Corp Note MW 50BP 5.200% 02/01/22		.05/14/2012	Goldman Sachs		53,049	50,000	.867	2FE
29372E-AB-4	Enterprise Fleet EFF 2011-2 A2 ABS Prv Plc 1.430% 10/20/16		.06/11/2012	JP Morgan Chase		188,394	187,683	.179	1FE
36162R-AB-4	GE Equip GEEST 2012-1A A2 ABS Prv Plc 0.850% 11/21/14		.05/22/2012	CitiGroup		99,993	100,000	.0	1FE
460146-CA-9	International Paper Corp Note MW 50BP PPut 7.950% 06/15/18		.05/09/2012	HSBC Securities Inc		63,082	50,000	1,645	2FE
53079E-AW-4	Liberty Mutual Corp Note Non Call Prv Plc 4.950% 05/01/22		.05/01/2012	JP Morgan Chase		.5,981	.6,000	.0	2FE
53117C-AN-2	Liberty Property Corp Note MW 40BP Call 4.125% 06/15/22		.06/06/2012	JP Morgan Chase		74,854	75,000	.0	2FE
651229-AL-0	Newell Rubbermaid Inc Corp Note MW 30BP 2.000% 06/15/15		.06/11/2012	RBC Capital Markets		44,857	45,000	.0	2FE
78459T-AA-6	SNAAC Auto Tr SNAAC 2012-1A A ABS Prv Plc 1.780% 06/15/16		.06/06/2012	Wachovia Bank		20,998	21,000	.0	1FE
80282F-AG-2	Santander Drive Auto SDART 2010-A A4 ABS Prv Plc 2.390% 06/15/17		.05/22/2012	CitiGroup		153,211	150,000	.100	1FE
80282X-AB-4	Santander Drive Auto SDART 2012-4 A2 ABS 0.790% 08/17/15		.06/26/2012	Barclays Group Inc.		69,996	70,000	.0	1FE
86562D-BS-8	Sumitomo Mitsui Banking Corp Cert of Deposit 0.800% 04/11/13		.04/10/2012	UBS Financial Services		750,000	750,000	.0	1FE
92276M-AY-1	Ventas Realty LP Corp Note Cont Call 4.000% 04/30/19		.04/12/2012	Montgomery Securities		74,617	75,000	.0	2FE
92867K-AB-0	Volkswagen Auto VWALT 2012-A A2 ABS 0.660% 11/20/14		.06/13/2012	JP Morgan Chase		139,989	140,000	.0	1FE
92936T-AA-0	WF-RBS Comm Mtg WFRBS 2012-C7 A1 CMBS 2.300% 06/15/45		.06/07/2012	RBS Securities		55,548	55,000	.95	1FE
98158V-AB-1	World Omni Auto WOLS 2012-A A2 ABS 0.710% 01/15/15		.06/05/2012	Montgomery Securities		25,998	26,000	.0	1FE
008916-AH-1	Agrium Inc Corp Note MW 50BP PPut 6.750% 01/15/19	A.	.05/01/2012	Wachovia Bank		25,839	21,000	429	2FE
008916-AH-1	Agrium Inc Corp Note MW 50BP PPut 6.750% 01/15/19	A.	.05/31/2012	Mitsubishi Bank LTD		31,159	25,000	656	2FE
13606Y-FC-5	Canadian Imperial Bank Cert of Deposit 0.520% 04/04/13	A.	.04/03/2012	Jefferys and Company		1,000,000	1,000,000	.0	1FE
06538E-VX-2	Bank Tokyo Mitsubishi Cert of Deposit 0.830% 05/13/13	F.	.05/09/2012	Direct Toronto		750,000	750,000	.0	1FE
92852T-AB-8	Vivendi SA Corp Note Non Call Prv Plc 3.450% 01/12/18	F.	.04/03/2012	JP Morgan Chase		74,966	75,000	.0	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						4,327,329	4,289,644	5,966	XXX
8399997. Total - Bonds - Part 3						5,862,262	5,699,644	13,603	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						5,862,262	5,699,644	13,603	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						5,862,262	XXX	13,603	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare Community Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
.912828-JD-3	US Treasury Note 3.375% 06/30/13		04/23/2012	Bank New York Mellon		1,140,648	1,100,000	1,097,039	1,099,054	.0	194	.0	194	.0	1,099,249	.0	41,400	41,400	11,729	06/30/2013	1
.912828-LY-4	US Treasury Note 3.375% 11/15/19		06/14/2012	Deutsche Bank		29,032	25,000	24,498	24,584	.0	21	.0	21	.0	24,605	.0	4,427	4,427	493	11/15/2019	1
.912828-NT-3	US Treasury Note 2.625% 08/15/20		06/07/2012	Goldman Sachs BNP Paribar Securities Corp		82,588	75,000	74,209	74,302	.0	31	.0	31	.0	74,333	.0	8,255	8,255	1,601	08/15/2020	1
.912828-NT-3	US Treasury Note 2.625% 08/15/20		06/14/2012			524,689	475,000	469,992	470,578	.0	208	.0	208	.0	470,786	.0	53,904	53,904	10,379	08/15/2020	1
0599999. Subtotal - Bonds - U.S. Governments						1,776,957	1,675,000	1,665,738	1,668,518	0	454	0	454	0	1,668,973	0	107,986	107,986	24,202	XXX	XXX
OPEN DEPOSITORY																					
.199546-BQ-4	Columbus OH Reg Arprt Rev Bond Non Call 5.000% 01/01/15		06/26/2012	Mesirov Cap Inc		272,355	250,000	269,720	258,368	.0	(1,315)	.0	(1,315)	.0	257,053	.0	15,302	15,302	12,431	01/01/2015	1FE
.3128MM-KR-3	FHLMC Pool G18303 MBS 4.500% 03/01/24		04/01/2012	Paydown		10,091	10,091	10,326	10,307	.0	(216)	.0	(216)	.0	10,091	.0	.0	.0	151	03/01/2024	1
.3128MM-KR-3	FHLMC Pool G18303 MBS 4.500% 03/01/24		05/01/2012	Paydown		9,136	9,136	9,349	9,332	.0	(195)	.0	(195)	.0	9,136	.0	.0	.0	171	03/01/2024	1
.3128MM-KR-3	FHLMC Pool G18303 MBS 4.500% 03/01/24		06/01/2012	Paydown		8,332	8,332	8,526	8,510	.0	(178)	.0	(178)	.0	8,332	.0	.0	.0	187	03/01/2024	1
.3128PR-VW-6	FHLMC Pool J12429 MBS 4.000% 06/01/25		04/01/2012	Paydown		6,982	6,982	7,379	7,372	.0	(390)	.0	(390)	.0	6,982	.0	.0	.0	93	06/01/2025	1
.3128PR-VW-6	FHLMC Pool J12429 MBS 4.000% 06/01/25		05/01/2012	Paydown		9,267	9,267	9,793	9,784	.0	(517)	.0	(517)	.0	9,267	.0	.0	.0	154	06/01/2025	1
.3128PR-VW-6	FHLMC Pool J12429 MBS 4.000% 06/01/25		06/01/2012	Paydown		6,542	6,542	6,914	6,908	.0	(365)	.0	(365)	.0	6,542	.0	.0	.0	131	06/01/2025	1
.31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		04/01/2012	Paydown		340	340	345	343	.0	(3)	.0	(3)	.0	340	.0	.0	.0	7	05/01/2016	1
.31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		05/01/2012	Paydown		562	562	572	567	.0	(5)	.0	(5)	.0	562	.0	.0	.0	14	05/01/2016	1
.31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		06/01/2012	Paydown		330	330	335	333	.0	(3)	.0	(3)	.0	330	.0	.0	.0	10	05/01/2016	1
.3138A1-J9-3	FNMA Pool AH0287 MBS 3.500% 12/01/25		04/01/2012	Paydown		116	116	119	119	.0	(3)	.0	(3)	.0	116	.0	.0	.0	1	12/01/2025	1
.3138A1-J9-3	FNMA Pool AH0287 MBS 3.500% 12/01/25		05/01/2012	Paydown		112	112	116	116	.0	(3)	.0	(3)	.0	112	.0	.0	.0	2	12/01/2025	1
.3138A1-J9-3	FNMA Pool AH0287 MBS 3.500% 12/01/25		06/01/2012	Paydown		109	109	112	112	.0	(3)	.0	(3)	.0	109	.0	.0	.0	2	12/01/2025	1
.3138A4-S5-0	FNMA Pool AH3556 MBS 3.500% 02/01/26		04/01/2012	Paydown		379	379	378	378	.0	1	.0	1	.0	379	.0	.0	.0	4	02/01/2026	1
.3138A4-S5-0	FNMA Pool AH3556 MBS 3.500% 02/01/26		05/01/2012	Paydown		1,086	1,086	1,084	1,084	.0	2	.0	2	.0	1,086	.0	.0	.0	16	02/01/2026	1
.3138A4-S5-0	FNMA Pool AH3556 MBS 3.500% 02/01/26		06/01/2012	Paydown		667	667	665	665	.0	1	.0	1	.0	667	.0	.0	.0	12	02/01/2026	1
.3138A4-C7-8	FNMA Pool AH2793 MBS 3.500% 01/01/26		04/01/2012	Paydown		77,300	77,300	79,682	79,594	.0	(2,294)	.0	(2,294)	.0	77,300	.0	.0	.0	902	01/01/2026	1
.3138A4-C7-8	FNMA Pool AH2793 MBS 3.500% 01/01/26		05/01/2012	Paydown		7,478	7,478	7,708	7,699	.0	(222)	.0	(222)	.0	7,478	.0	.0	.0	109	01/01/2026	1
.3138A4-C7-8	FNMA Pool AH2793 MBS 3.500% 01/01/26		06/01/2012	Paydown		25,189	25,189	25,966	25,937	.0	(748)	.0	(748)	.0	25,189	.0	.0	.0	441	01/01/2026	1
.3138A7-GY-8	FNMA Pool AH5614 MBS 3.500% 02/01/26		04/01/2012	Paydown		4,258	4,258	4,250	4,250	.0	8	.0	8	.0	4,258	.0	.0	.0	50	02/01/2026	1
.3138A7-GY-8	FNMA Pool AH5614 MBS 3.500% 02/01/26		05/01/2012	Paydown		3,427	3,427	3,420	3,420	.0	6	.0	6	.0	3,427	.0	.0	.0	50	02/01/2026	1
.3138A7-GY-8	FNMA Pool AH5614 MBS 3.500% 02/01/26		06/01/2012	Paydown		3,875	3,875	3,867	3,867	.0	7	.0	7	.0	3,875	.0	.0	.0	68	02/01/2026	1
.3138AB-L3-1	FNMA Pool AH9345 MBS 3.500% 04/01/26		04/01/2012	Paydown		6,658	6,658	6,756	6,753	.0	(95)	.0	(95)	.0	6,658	.0	.0	.0	78	04/01/2026	1
.3138AB-L3-1	FNMA Pool AH9345 MBS 3.500% 04/01/26		05/01/2012	Paydown		2,771	2,771	2,811	2,810	.0	(40)	.0	(40)	.0	2,771	.0	.0	.0	40	04/01/2026	1
.3138AB-L3-1	FNMA Pool AH9345 MBS 3.500% 04/01/26		06/01/2012	Paydown		6,363	6,363	6,457	6,454	.0	(91)	.0	(91)	.0	6,363	.0	.0	.0	111	04/01/2026	1
.3138AF-G5-3	FNMA Pool A12019 MBS 3.500% 04/01/26		04/01/2012	Paydown		9,262	9,262	9,398	9,394	.0	(132)	.0	(132)	.0	9,262	.0	.0	.0	108	04/01/2026	1
.3138AF-G5-3	FNMA Pool A12019 MBS 3.500% 04/01/26		05/01/2012	Paydown		2,251	2,251	2,284	2,283	.0	(32)	.0	(32)	.0	2,251	.0	.0	.0	33	04/01/2026	1
.3138AF-G5-3	FNMA Pool A12019 MBS 3.500% 04/01/26		06/01/2012	Paydown		2,301	2,301	2,334	2,333	.0	(33)	.0	(33)	.0	2,301	.0	.0	.0	40	04/01/2026	1
.3138AF-KQ-2	FNMA Pool A12102 MBS 3.500% 05/01/26		04/01/2012	Paydown		2,138	2,138	2,169	2,168	.0	(31)	.0	(31)	.0	2,138	.0	.0	.0	25	05/01/2026	1
.3138AF-KQ-2	FNMA Pool A12102 MBS 3.500% 05/01/26		05/01/2012	Paydown		2,095	2,095	2,126	2,125	.0	(30)	.0	(30)	.0	2,095	.0	.0	.0	31	05/01/2026	1
.3138AF-KQ-2	FNMA Pool A12102 MBS 3.500% 05/01/26		06/01/2012	Paydown		2,098	2,098	2,129	2,128	.0	(30)	.0	(30)	.0	2,098	.0	.0	.0	37	05/01/2026	1
.3138AN-4F-7	FNMA Pool A18921 MBS 4.000% 08/01/26		04/01/2012	Paydown		4,884	4,884	5,177	5,172	.0	(288)	.0	(288)	.0	4,884	.0	.0	.0	65	08/01/2026	1
.3138AN-4F-7	FNMA Pool A18921 MBS 4.000% 08/01/26		05/01/2012	Paydown		2,016	2,016	2,137	2,135	.0	(119)	.0	(119)	.0	2,016	.0	.0	.0	34	08/01/2026	1
.3138AN-4F-7	FNMA Pool A18921 MBS 4.000% 08/01/26		06/01/2012	Paydown		2,165	2,165	2,295	2,293	.0	(128)	.0	(128)	.0	2,165	.0	.0	.0	43	08/01/2026	1
.3138AQ-B6-2	FNMA Pool A19960 MBS 4.000% 10/01/26		04/01/2012	Paydown		7,271	7,271	7,714	7,707	.0	(436)	.0	(436)	.0	7,271	.0	.0	.0	97	10/01/2026	1
.3138AQ-B6-2	FNMA Pool A19960 MBS 4.000% 10/01/26		05/01/2012	Paydown		3,862	3,862	4,097	4,094	.0	(232)	.0	(232)	.0	3,862	.0	.0	.0	64	10/01/2026	1
.3138AQ-B6-2	FNMA Pool A19960 MBS 4.000% 10/01/26		06/01/2012	Paydown		4,693	4,693	4,979	4,974	.0	(282)	.0	(282)	.0	4,693	.0	.0	.0	94	10/01/2026	1
.31411H-MZ-0	FNMA Pool 908576 MBS 6.000% 01/01/22		04/01/2012	Paydown		119	119	121	121	.0	(2)	.0	(2)	.0	119	.0	.0	.0	2	01/01/2022	1
.31411H-MZ-0	FNMA Pool 908576 MBS 6.000% 01/01/22		05/01/2012	Paydown		120	120	122	121	.0	(2)	.0	(2)	.0	120	.0	.0	.0	3	01/01/2022	1
.31411H-MZ-0	FNMA Pool 908576 MBS 6.000% 01/01/22		06/01/2012	Paydown		120	120	122	121	.0	(2)	.0	(2)	.0	120	.0	.0	.0	4	01/01/2022	1
.31419F-2L-9	FNMA Pool AE5278 MBS 3.500% 08/01/25		04/01/2012	Paydown		141	141	146	145	.0	(4)	.0	(4)	.0	141	.0	.0	.0	2	08/01/2025	1
.31419F-2L-9	FNMA Pool AE5278 MBS 3.500% 08/01/25		05/01/2012	Paydown		142	142	146	146	.0	(4)	.0	(4)	.0	142	.0	.0	.0	2	08/01/2025	1
.31419F-2L-9	FNMA Pool AE5278 MBS 3.500% 08/01/25		06/01/2012	Paydown		142	142	147	146	.0	(4)	.0	(4)	.0	142	.0	.0	.0	2	08/01/2025	1
.815698-BF-1	Sedgwick & Shawnee Cntys KS Rev Bond Cont Call Sink 5.875% 06/01/39		04/01/2012	Call 100.0000		10,000	10,000	10,618	10,486	.0	(486)	.0	(486)	.0	10,000	.0	.0	.0	196	06/01/2039	1FE
.815698-BF-1	Sedgwick & Shawnee Cntys KS Rev Bond Cont Call Sink 5.875% 06/01/39		06/01/2012	Call 100.0000		10,000	10,000	10,618	10,486	.0	(486)	.0	(486)	.0	10,000	.0	.0	.0	294	06/01/2039	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						529,545	507,190	535,529	523,660	0	(9,424)	0	(9,424)	0	514,243	0	15,302	15,302	16,411	XXX	XXX
.00440E-AJ-6	Ace INA Holdings Corp Note Cont Call 5.700% 02/15/17		05/01/2012	Wachovia Bank		147,634	125,000	123,050	123,811	.0	68	.0	68	.0	123,879	.0	23,754	23,754	5,126	02/15/2017	1FE

STATEMENT AS OF JUNE 30, 2012 OF THE UnitedHealthcare Community Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)	
05522R-BD-9	Bank of America CC Tr BACCT 2007-A8 A8 ABS 5.590% 11/17/14		06/15/2012	Paydown		750,000	750,000	764,971	.0	.0	(14,971)	.0	(14,971)	.0	750,000	.0	.0	.0	17,469	11/17/2014	1FE	
06051G-EF-2	Bank of America Corp Note Non Call 1.886% 01/30/14		05/01/2012	Mizuho Investor Sec Co		103,293	105,000	103,090	105,000	.0	.93	1,910	(1,817)	.0	103,183	.0	110	110	1,036	01/30/2014	1FE	
097023-AT-2	Boeing Company Corp Note Cont Call 5.125% 02/15/13		05/09/2012	Bank of New York		155,250	150,000	149,045	149,780	.0	.71	.0	.71	.0	149,851	.0	5,399	5,399	5,744	02/15/2013	1FE	
141781-AY-0	Cargill Inc Note MW 20BP PrvPlc U14178DU5 4.307% 05/14/21		05/14/2012	Barclays Group Inc.		81,872	75,000	66,243	66,657	.0	.254	.0	.254	.0	66,911	.0	14,960	14,960	1,642	05/14/2021	1FE	
17305E-CN-3	Citibank CC CCCIT 2005-A4 A4 ABS 4.400% 06/20/14		06/20/2012	Paydown		1,025,000	1,025,000	1,063,001	1,043,837	.0	(18,837)	.0	(18,837)	.0	1,025,000	.0	.0	.0	22,550	06/20/2014	1FE	
17308B-AH-1	Citibank Omni COMNI 2009-A8 A8 ABS Prv Plc 2.342% 05/16/16		05/15/2012	Paydown		1,000,000	1,000,000	1,014,141	1,005,246	.0	(5,246)	.0	(5,246)	.0	1,000,000	.0	.0	.0	9,964	05/16/2016	1FE	
208253-AE-4	Conoco Phillips Corp Note Cont Call 4.750% 10/15/12		05/14/2012	Bank of New York		152,622	150,000	144,431	149,071	.0	.437	.0	.437	.0	149,508	.0	3,114	3,114	4,196	10/15/2012	1FE	
254683-AJ-4	Discover Card Ms Tr DCENT 2009-A1 A1 ABS 1.542% 12/15/14		06/15/2012	Paydown		761,000	761,000	769,145	765,202	.0	(4,202)	.0	(4,202)	.0	761,000	.0	.0	.0	6,020	12/15/2014	1FE	
29372E-AB-4	Enterprise Fleet EFF 2011-2 A2 ABS Prv Plc 1.430% 10/20/16		06/20/2012	Paydown		9,691	9,691	9,728	.0	.0	(37)	.0	(37)	.0	9,691	.0	.0	.0	12	10/20/2016	1FE	
36962G-YY-4	GE Cap Corp Note Non Call 6.000% 06/15/12		06/15/2012	Maturity		200,000	200,000	210,946	204,998	.0	(4,998)	.0	(4,998)	.0	200,000	.0	.0	.0	6,000	06/15/2012	1FE	
74367F-AN-8	Protective Life Corp Note Non Call 5.450% 09/28/12		06/18/2012	Stifel Nicolaus & Co.		227,968	225,000	207,983	221,332	.0	2,289	.0	2,289	.0	223,621	.0	4,347	4,347	8,890	09/28/2012	1FE	
744320-BK-0	Prudential Financial Corp Note Non Call 2.750% 01/14/13		05/09/2012	Barclays Group Inc.		136,685	135,000	134,815	134,934	.0	.23	.0	.23	.0	134,958	.0	1,727	1,727	3,094	01/14/2013	2FE	
883556-AY-8	Thermo Fisher Corp Note MW 15BP 3.200% 03/01/16		05/02/2012	Credit Suisse		80,456	75,000	74,954	74,962	.0	.3	.0	.3	.0	74,965	.0	5,491	5,491	1,640	03/01/2016	1FE	
931142-CG-6	Walmart Stores Inc Corp Note Non Call 5.375% 04/05/17		05/01/2012	Wachovia Bank		117,914	100,000	98,139	98,853	.0	.64	.0	.64	.0	98,917	.0	18,997	18,997	3,120	04/05/2017	1FE	
046353-AC-2	Astrazeneca PLC Corp Note Cont Call 5.400% 09/15/12	F	05/09/2012	Stifel Nicolaus & Co.		228,809	225,000	232,526	226,214	.0	(629)	.0	(629)	.0	225,585	.0	3,224	3,224	8,066	09/15/2012	1FE	
06740M-N5-8	Barclays Bank Cert of Deposit 0.470% 08/17/12	F	02/17/2012	Call 100.0000		750,000	750,000	750,000	750,000	.0	.0	.0	.0	.0	750,000	.0	.0	.0	1,802	08/17/2012	1	
06740M-N5-8	Barclays Bank Cert of Deposit 0.470% 08/17/12	F	04/01/2012	Maturity		(750,000)	(750,000)	(750,000)	(750,000)	.0	.0	.0	.0	.0	(750,000)	.0	.0	.0	(1,802)	08/17/2012	1	
25243Y-AL-3	Diageo PLC Corp Note Cont Call 5.200% 01/30/13	F	05/14/2012	HSBC Securities Inc		180,675	175,000	174,836	174,973	.0	.9	.0	.9	.0	174,982	.0	5,697	5,697	7,255	01/30/2013	1FE	
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						5,358,869	5,285,691	5,341,044	4,544,870	0	(45,609)	1,910	(47,519)	0	5,272,051	0	86,820	86,820	111,824	XXX	XXX	
8399997. Total - Bonds - Part 4						7,665,371	7,467,881	7,542,311	6,737,048	0	(54,579)	1,910	(56,489)	0	7,455,267	0	210,108	210,108	152,437	XXX	XXX	
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						7,665,371	7,467,881	7,542,311	6,737,048	0	(54,579)	1,910	(56,489)	0	7,455,267	0	210,108	210,108	152,437	XXX	XXX	
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						7,665,371	XXX	7,542,311	6,737,048	0	(54,579)	1,910	(56,489)	0	7,455,267	0	210,108	210,108	152,437	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

E11

SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]